MARVEL

ULTIMATE SPIDER-MAN®

VOL
10

BAGLEY
ISANOVE

HOLLYWOOD

ULTIMATE SPIDER-MAN

HOLLYWOOD

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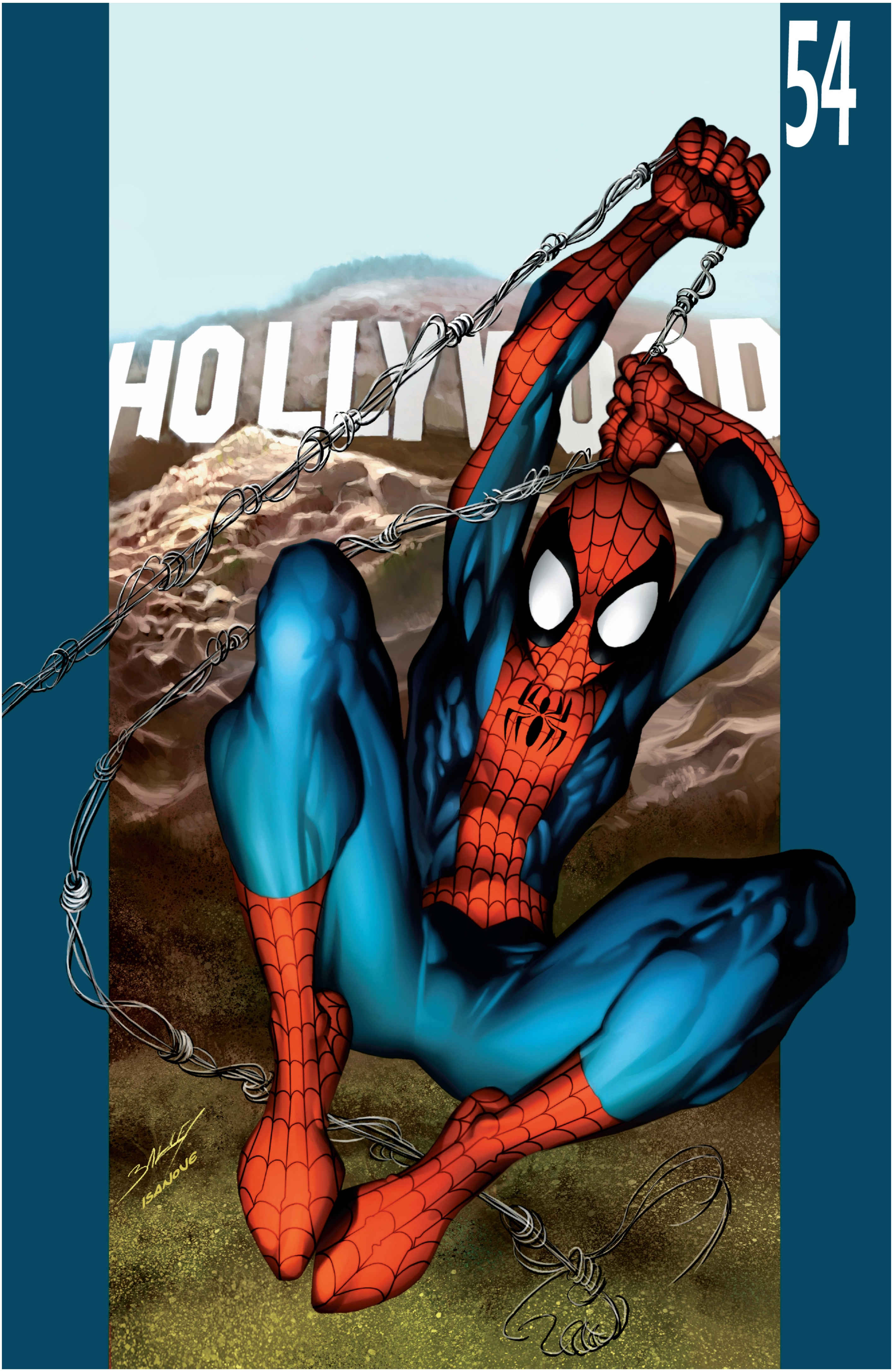
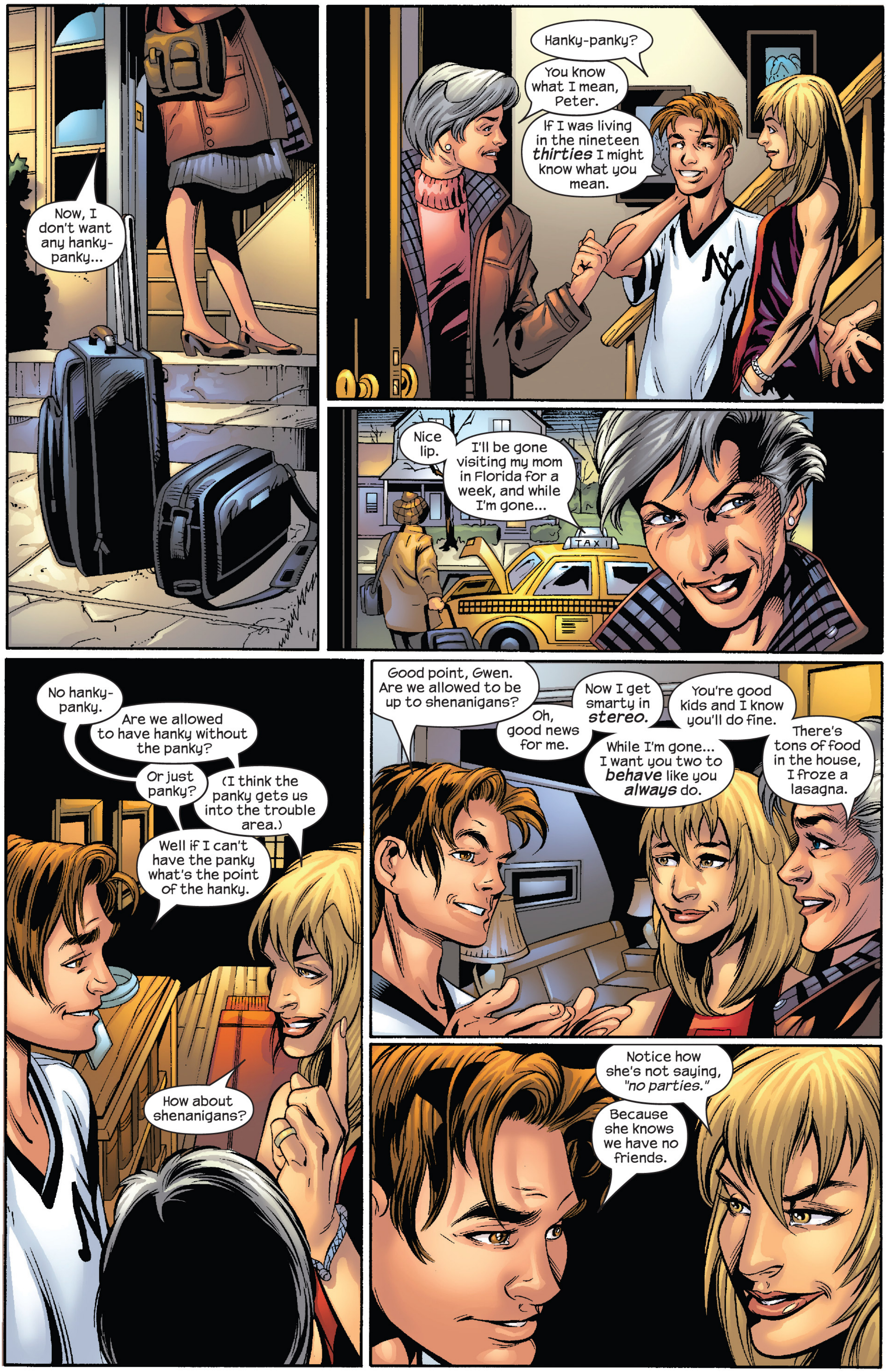
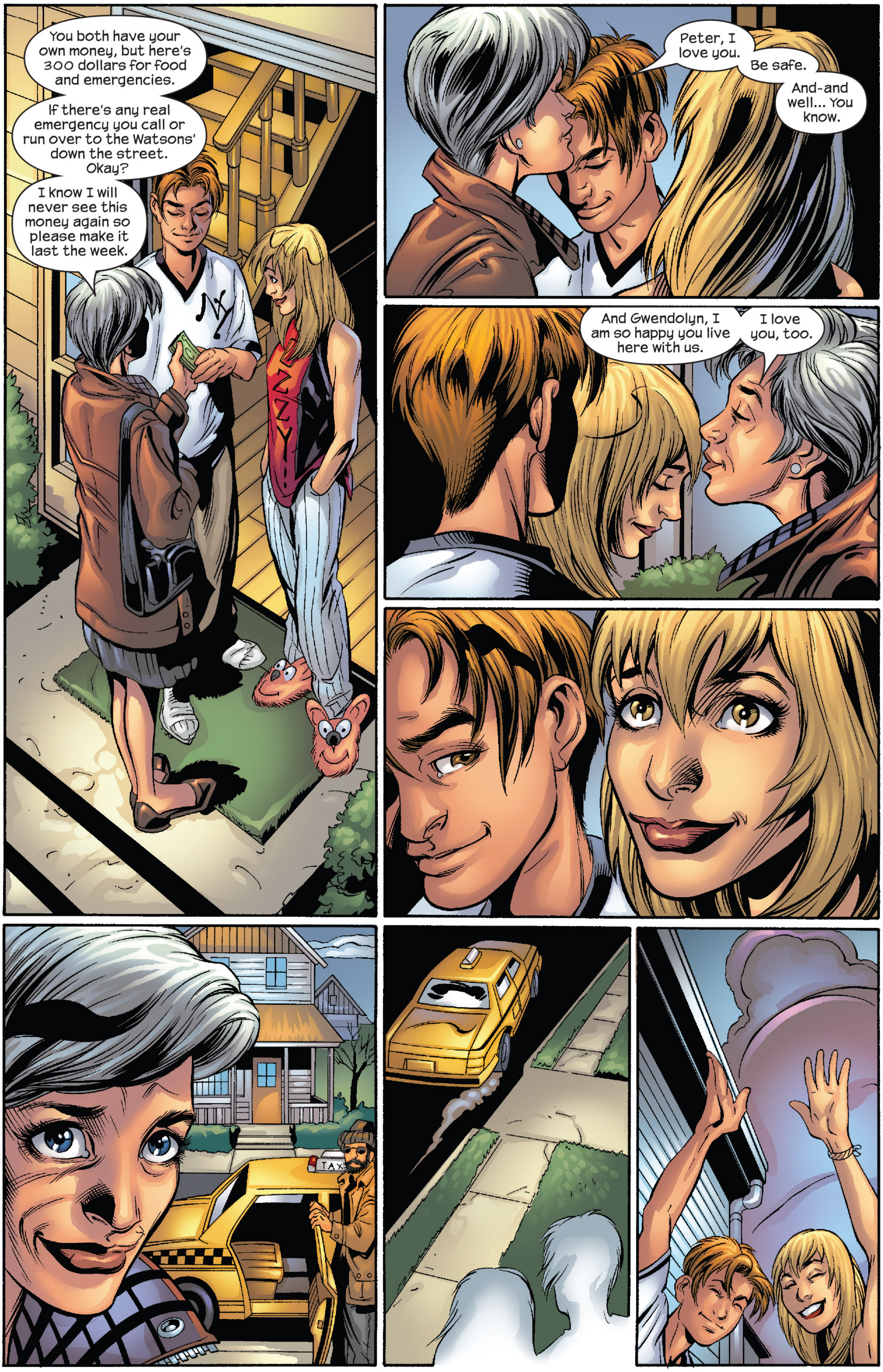
PREVIOUSLY IN ULTIMATE SPIDER-MAN ...

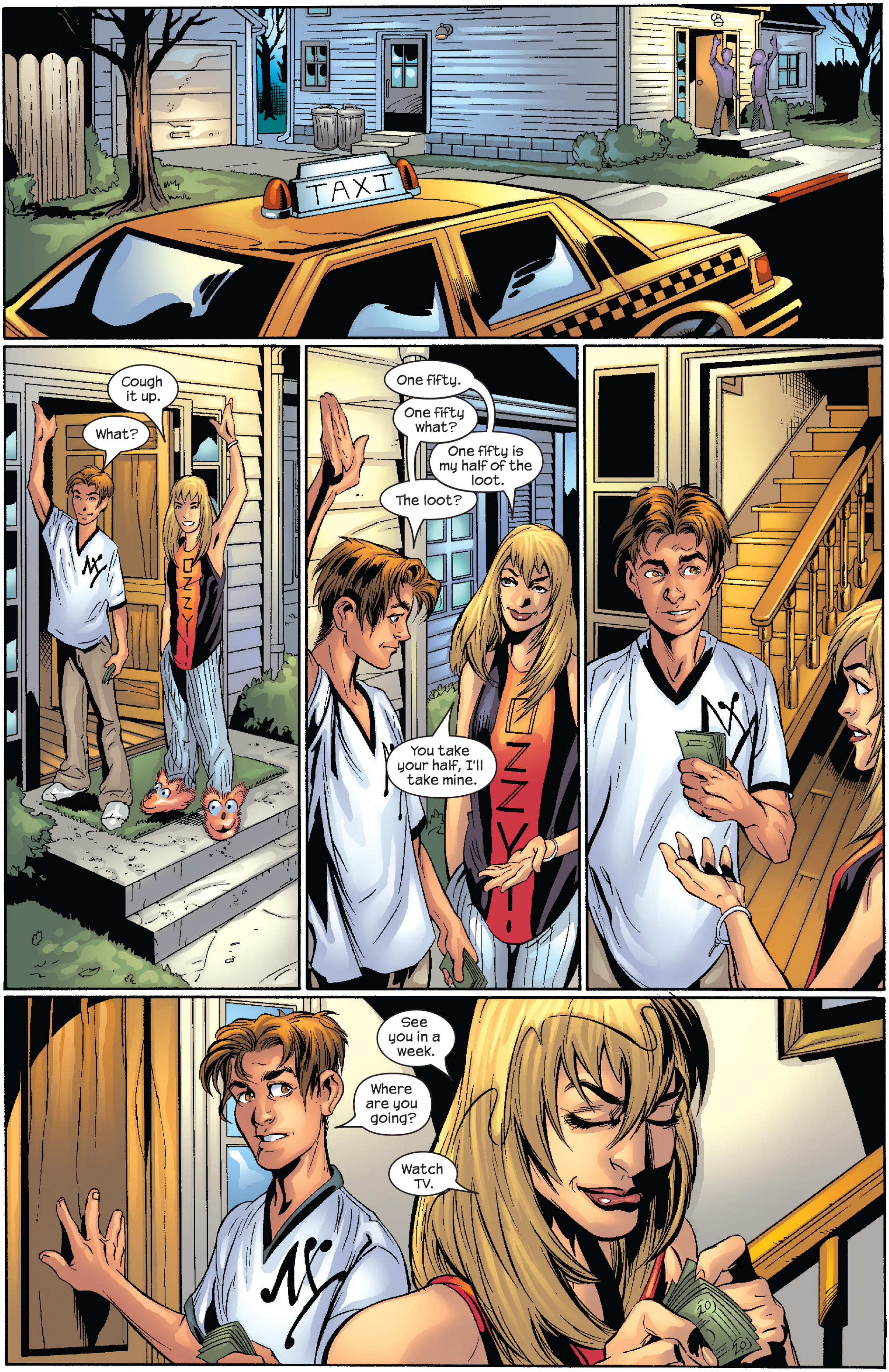
The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all — Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

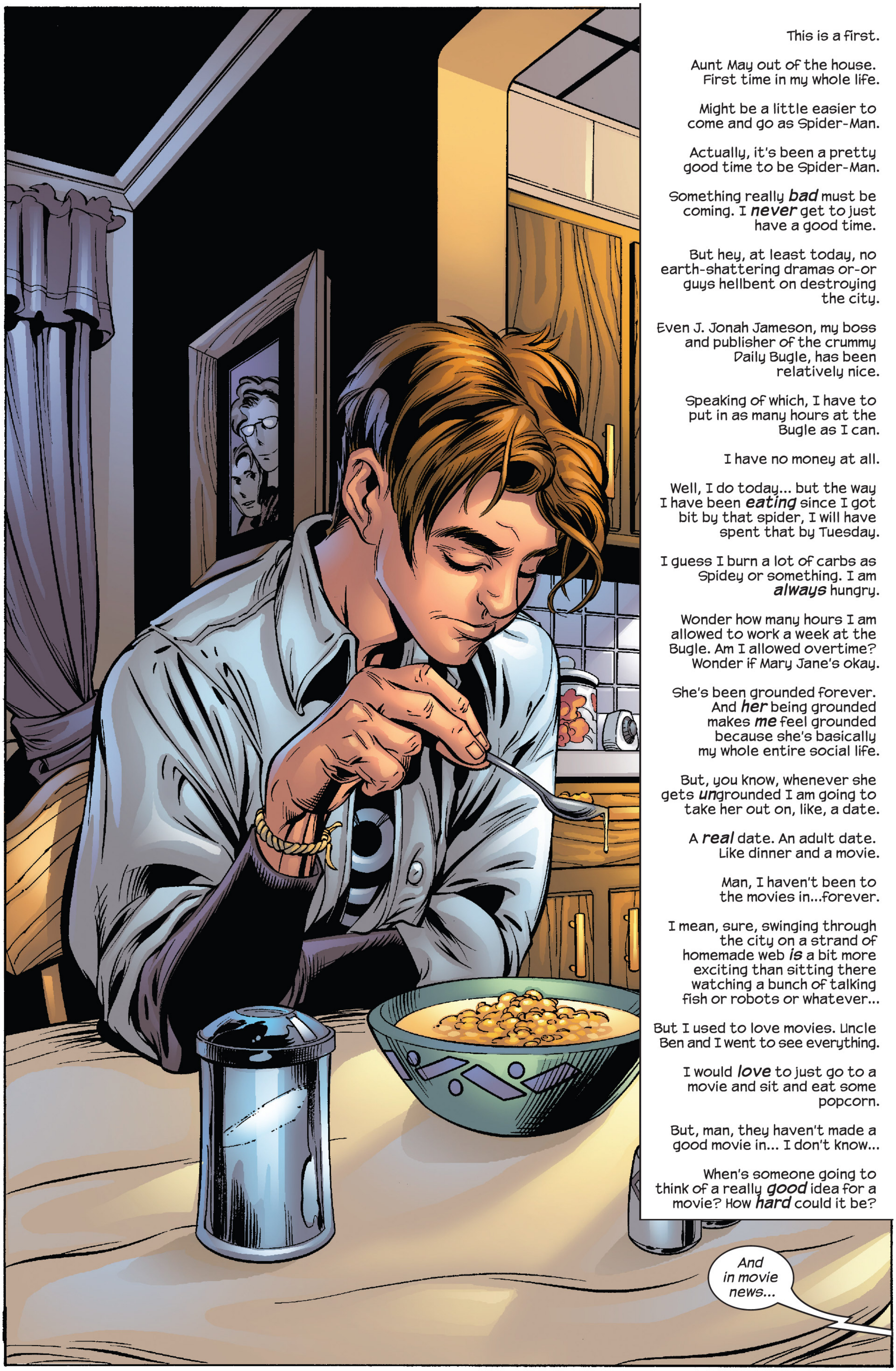
Now the fledgling super hero lives with his widowed Aunt May and tries to balance a full high school curriculum, a night job as a web designer for the *Daily Bugle* tabloid, a relationship with the beautiful Mary Jane Watson, a friendship with Gwen Stacy — the girl living at his house since her father's death — and swing time as the misunderstood, web-slinging Spider-Man.

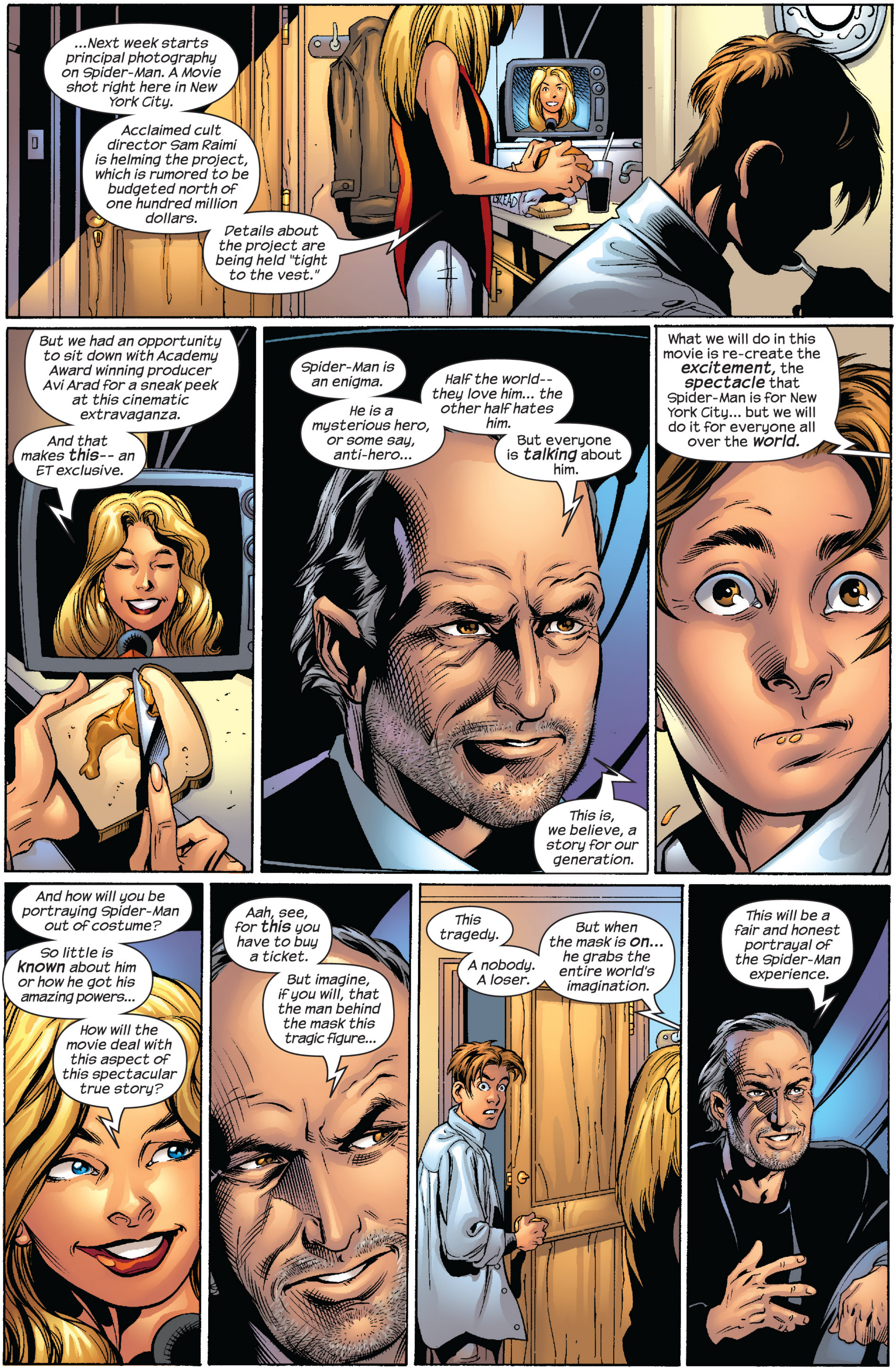

54
HOLLYWOOD

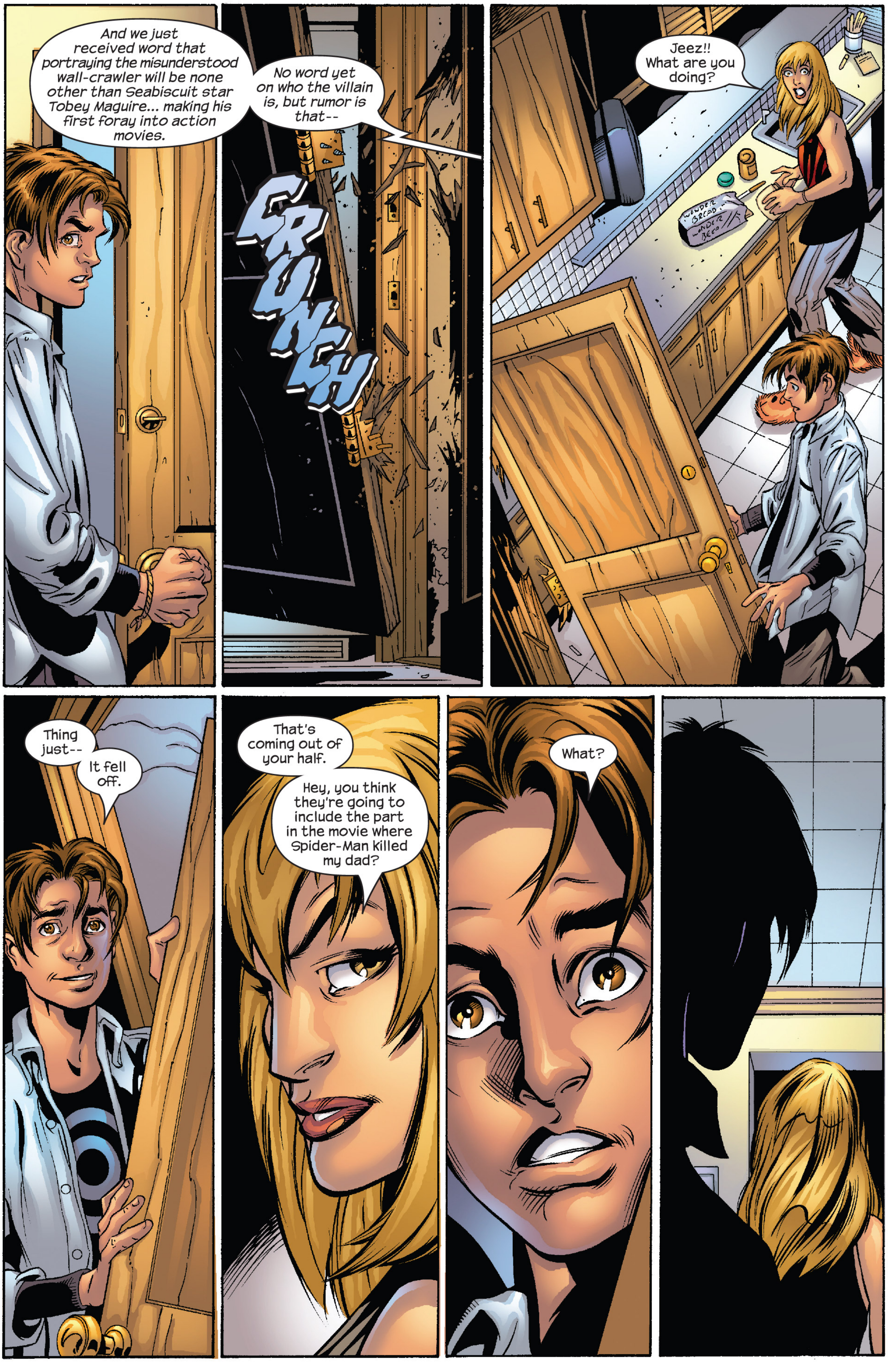

Now, I don't want any hanky-panky...
Hanky-panky?
You know what I mean, Peter.
If I was living in the nineteen *thirties* I might know what you mean.
NY
Nice lip.
I'll be gone visiting my mom in Florida for a week, and while I'm gone...
TAXI
No hanky-panky.
Are we allowed to have hanky without the panky?
Or just panky?
(I think the panky gets us into the trouble area.)
Well if I can't have the panky what's the point of the hanky.
How about shenanigans?
Good point, Gwen. Are we allowed to be up to shenanigans?
Oh, good news for me.
Now I get smarty in *stereo.*
You're good kids and I know you'll do fine.
While I'm gone... I want you two to **behave** like you **always** do.
There's tons of food in the house, I froze a lasagna.
Notice how she's not saying, *"no parties."*
Because she knows we have no friends.

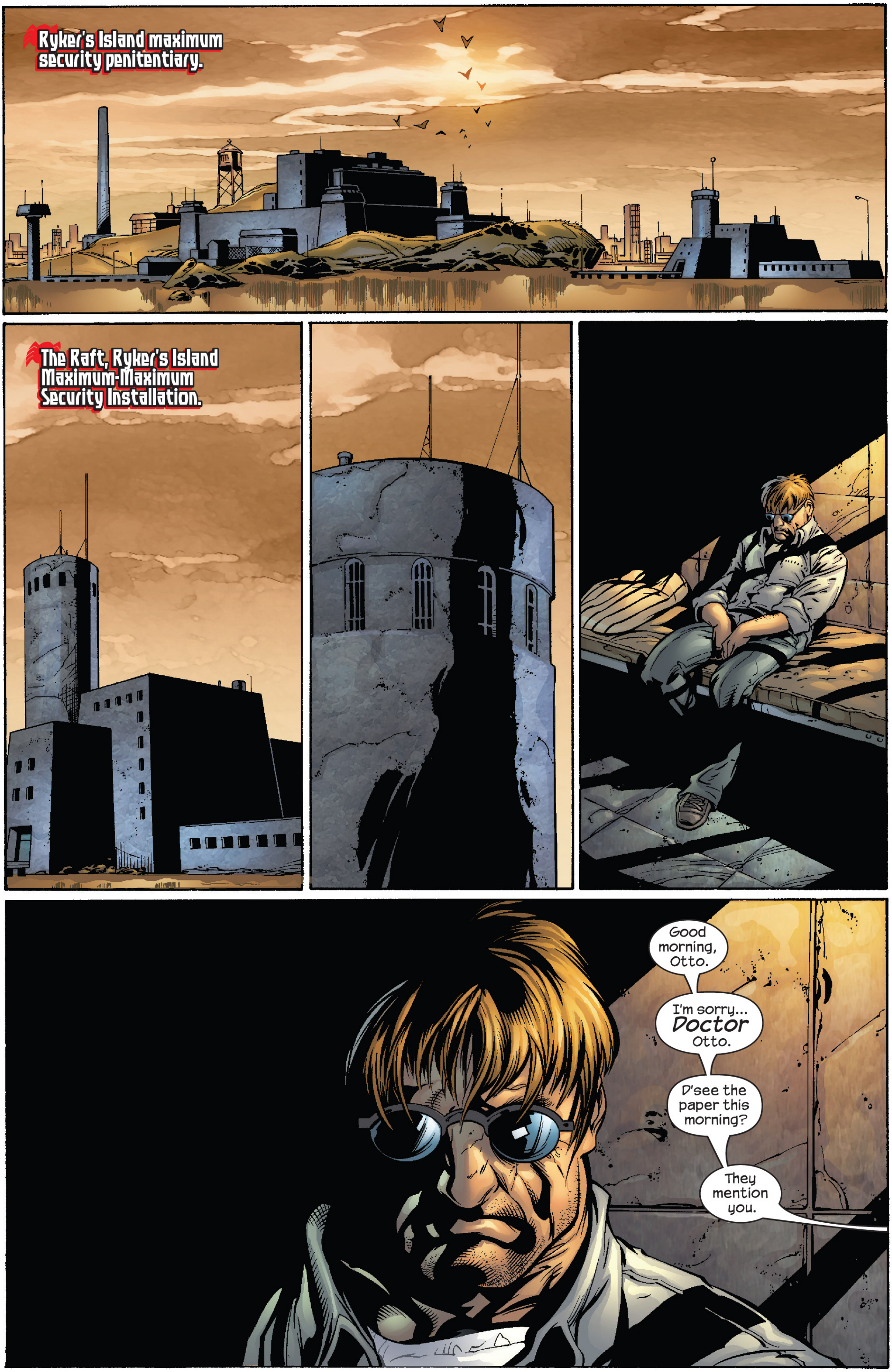

You both have your own money, but here's 300 dollars for food and emergencies.
If there's any real emergency you call or run over to the Watsons' down the street. Okay?
I know I will never see this money again so please make it last the week.
Peter, I love you.
Be safe.
And-and well... You know.
And Gwendolyn, I am so happy you live here with us.
I love you, too.

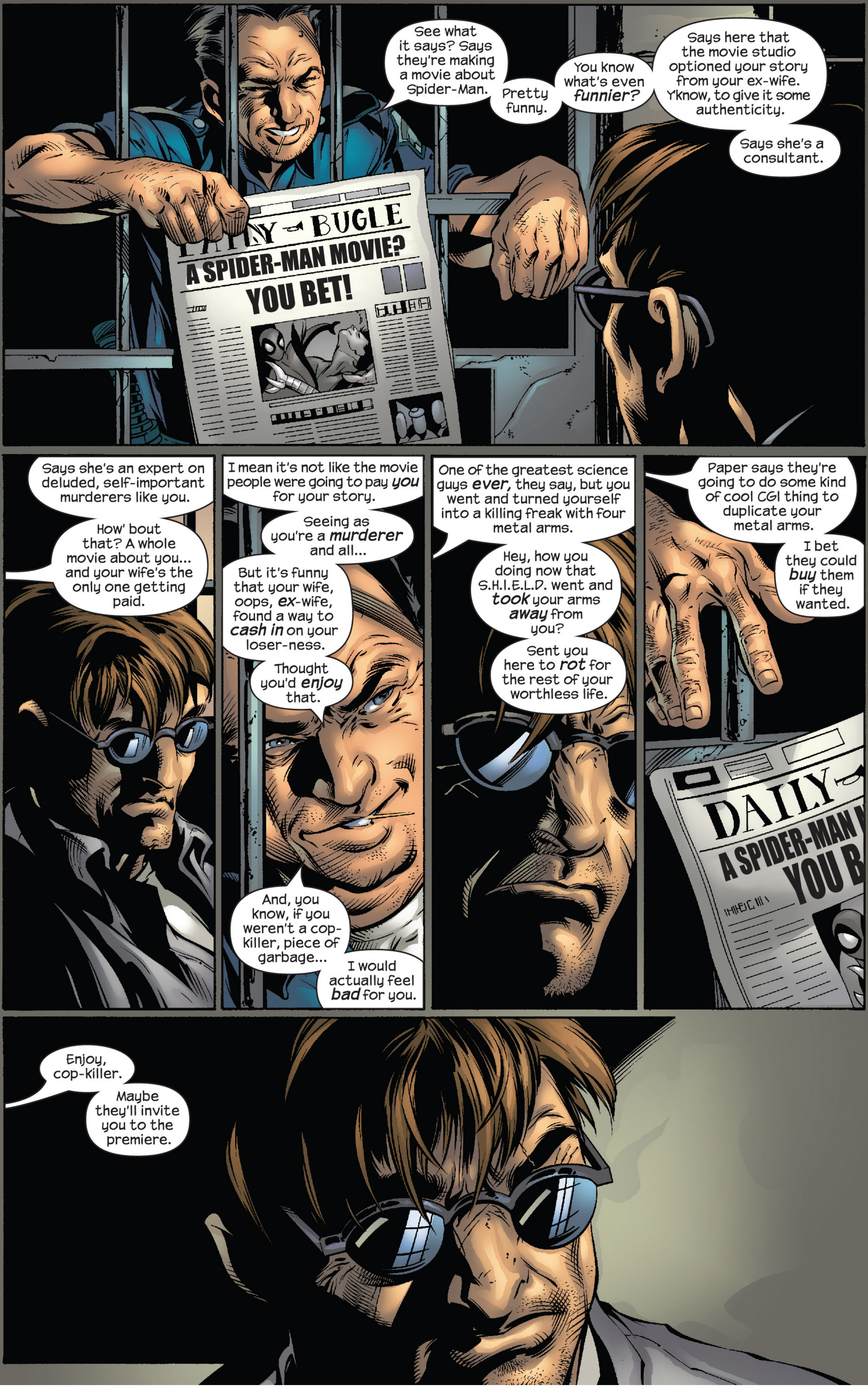

TAXI
Cough it up.
What?
OZZY!
One fifty.
One fifty what?
One fifty is my half of the loot.
The loot?
You take your half, I'll take mine.
See you in a week.
Where are you going?
Watch TV.

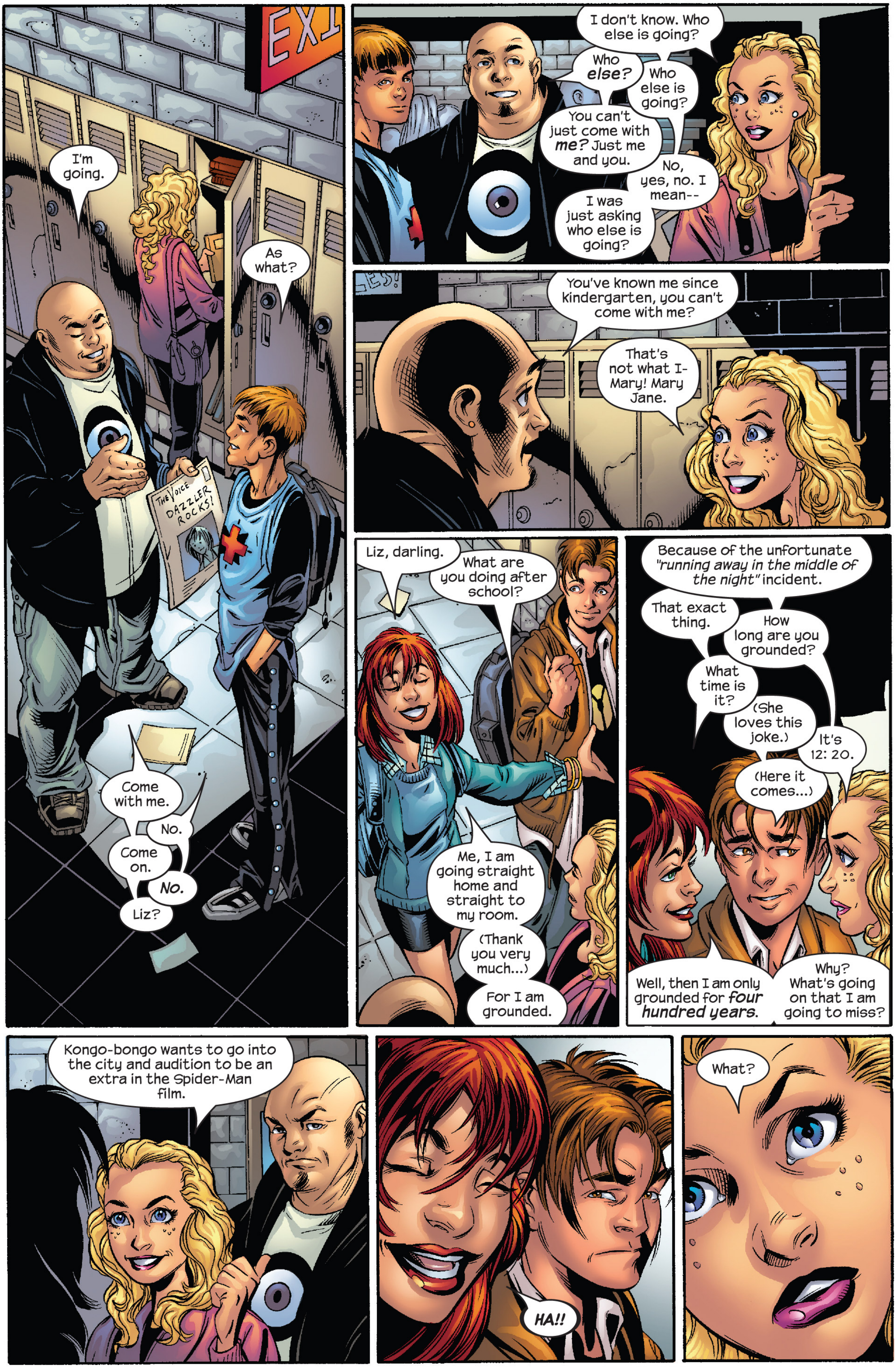

This is a first.
Aunt May out of the house. First time in my whole life.
Might be a little easier to come and go as Spider-Man.
Actually, it's been a pretty good time to be Spider-Man.
Something really **bad** must be coming. I **never** get to just have a good time.
But hey, at least today, no earth-shattering dramas or-or guys hellbent on destroying the city.
Even J. Jonah Jameson, my boss and publisher of the crummy Daily Bugle, has been relatively nice.
Speaking of which, I have to put in as many hours at the Bugle as I can.
I have no money at all.
Well, I do today... but the way I have been **eating** since I got bit by that spider, I will have spent that by Tuesday.
I guess I burn a lot of carbs as Spidey or something. I am **always** hungry.
Wonder how many hours I am allowed to work a week at the Bugle. Am I allowed overtime? Wonder if Mary Jane's okay.
She's been grounded forever. And **her** being grounded makes **me** feel grounded because she's basically my whole entire social life.
But, you know, whenever she gets **un**grounded I am going to take her out on, like, a date.
A **real** date. An adult date. Like dinner and a movie.
Man, I haven't been to the movies in...forever.
I mean, sure, swinging through the city on a strand of homemade web **is** a bit more exciting than sitting there watching a bunch of talking fish or robots or whatever...
But I used to love movies. Uncle Ben and I went to see everything.
I would **love** to just go to a movie and sit and eat some popcorn.
But, man, they haven't made a good movie in... I don't know...
When's someone going to think of a really **good** idea for a movie? How **hard** could it be?
And in movie news...

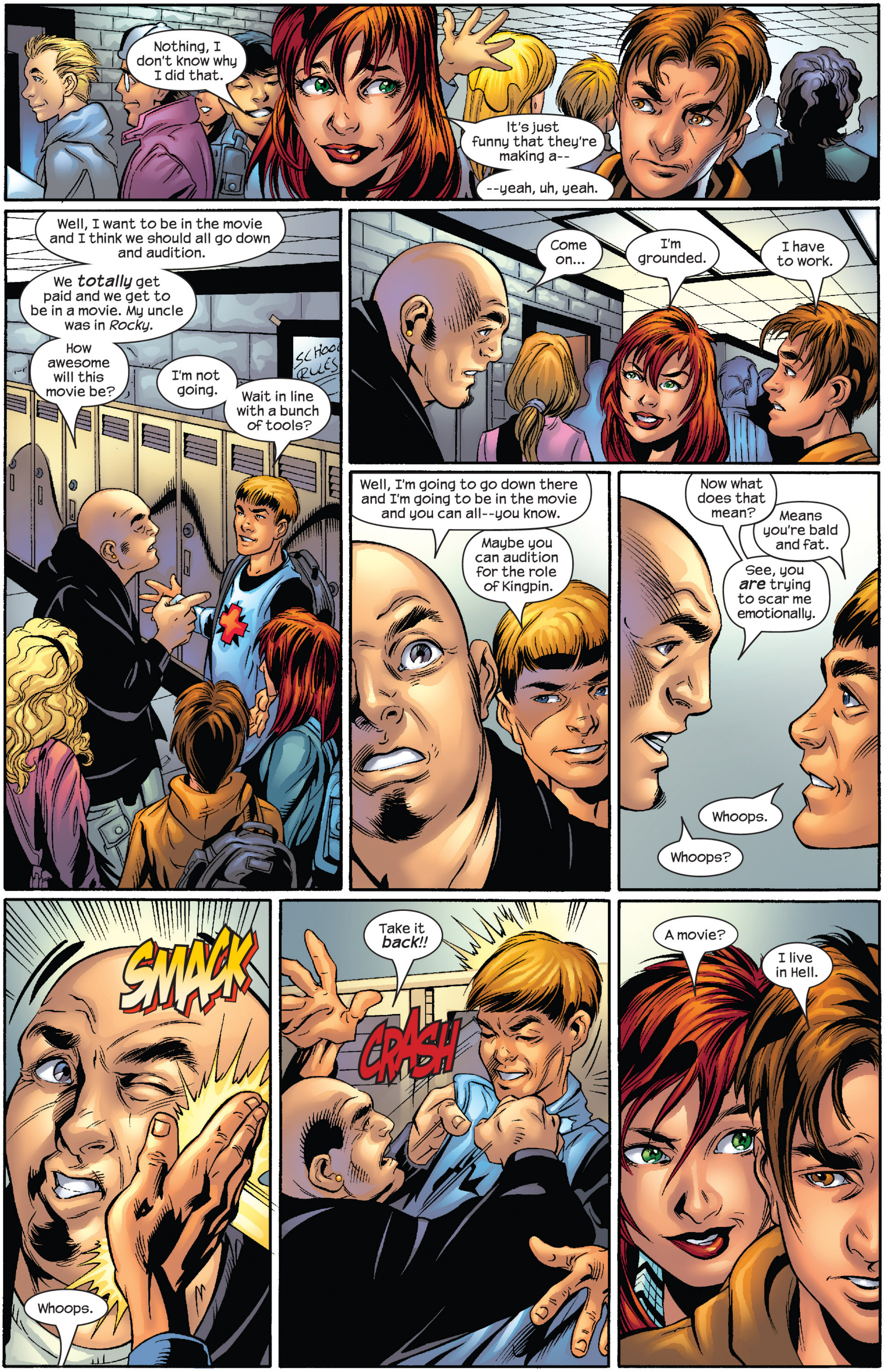

...Next week starts principal photography on Spider-Man. A Movie shot right here in New York City.
Acclaimed cult director Sam Raimi is helming the project, which is rumored to be budgeted north of one hundred million dollars.
Details about the project are being held "tight to the vest."
BREAD
But we had an opportunity to sit down with Academy Award winning producer Avi Arad for a sneak peek at this cinematic extravaganza.
And that makes **this**-- an ET exclusive.
Spider-Man is an enigma.
He is a mysterious hero, or some say, anti-hero...
Half the world-- they love him... the other half hates him.
But everyone is **talking** about him.
This is, we believe, a story for our generation.
What we will do in this movie is re-create the ***excitement,*** the ***spectacle*** that Spider-Man is for New York City... but we will do it for everyone all over the **world.**
And how will you be portraying Spider-Man out of costume?
So little is **known** about him or how he got his amazing powers...
How will the movie deal with this aspect of this spectacular true story?
Aah, see, for **this** you have to buy a ticket.
But imagine, if you will, that the man behind the mask this tragic figure...
This tragedy.
A nobody. A loser.
But when the mask is **on...** he grabs the entire world's imagination.
This will be a fair and honest portrayal of the Spider-Man experience.

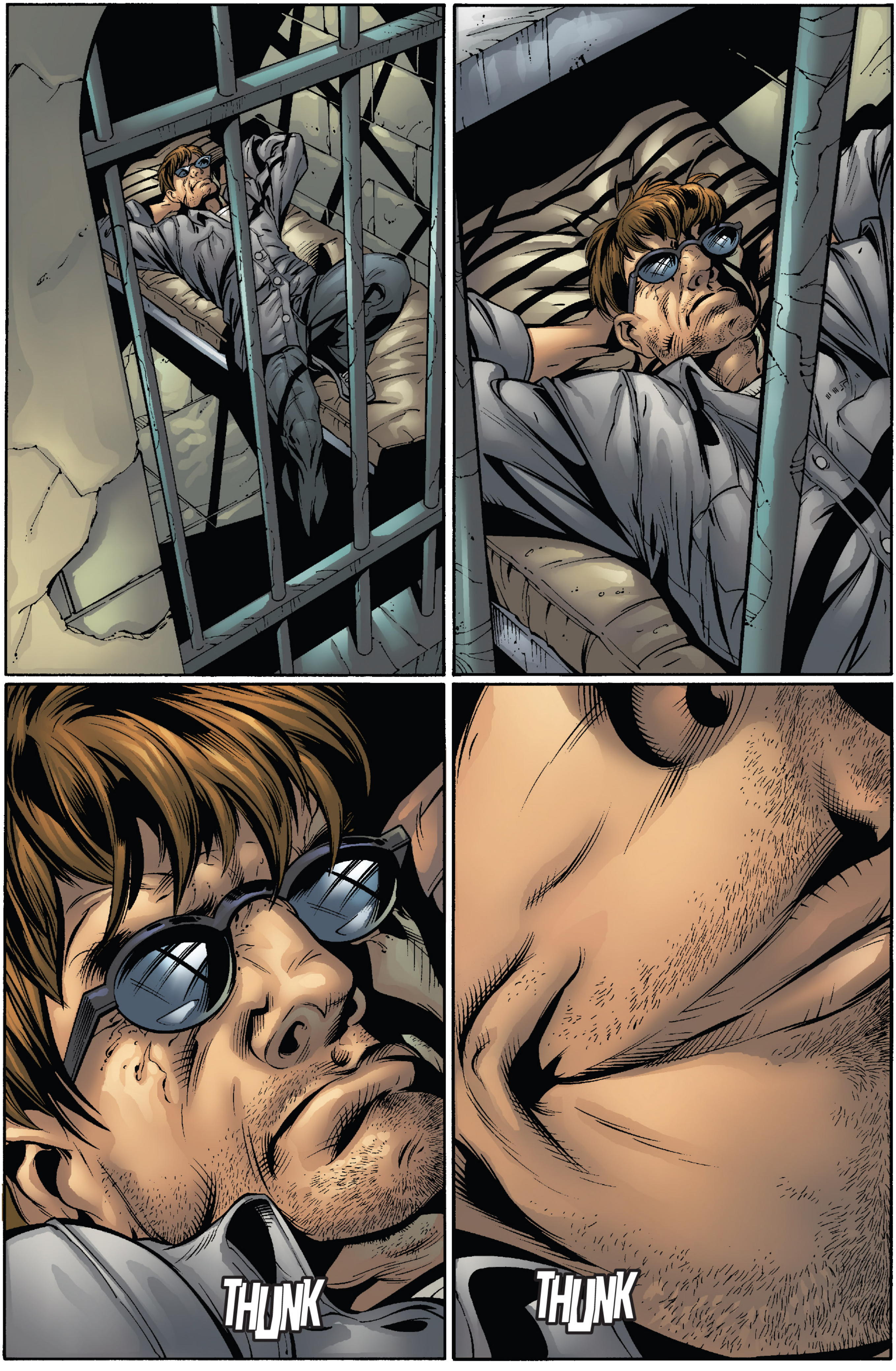

And we just received word that portraying the misunderstood wall-crawler will be none other than Seabiscuit star Tobey Maguire... making his first foray into action movies.
No word yet on who the villain is, but rumor is that--
CRUNCH
Jeez!! What are you doing?
WONDER BREAD
Thing just--
It fell off.
That's coming out of your half.
Hey, you think they're going to include the part in the movie where Spider-Man killed my dad?
What?

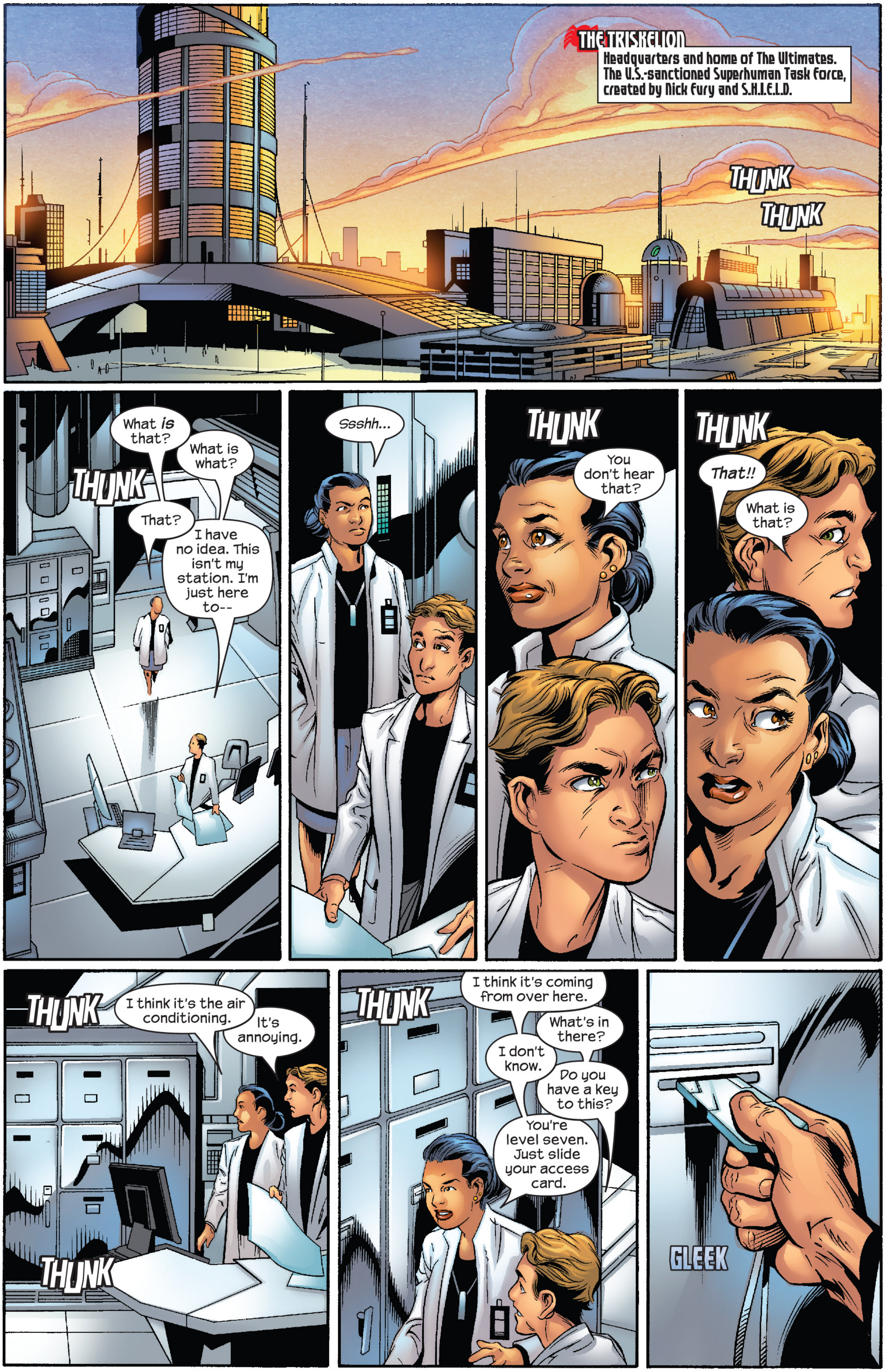

Ryker's Island maximum security penitentiary.
The Raft, Ryker's Island Maximum-Maximum Security Installation.
Good morning, Otto.
I'm sorry... **Doctor** Otto.
D'see the paper this morning?
They mention you.

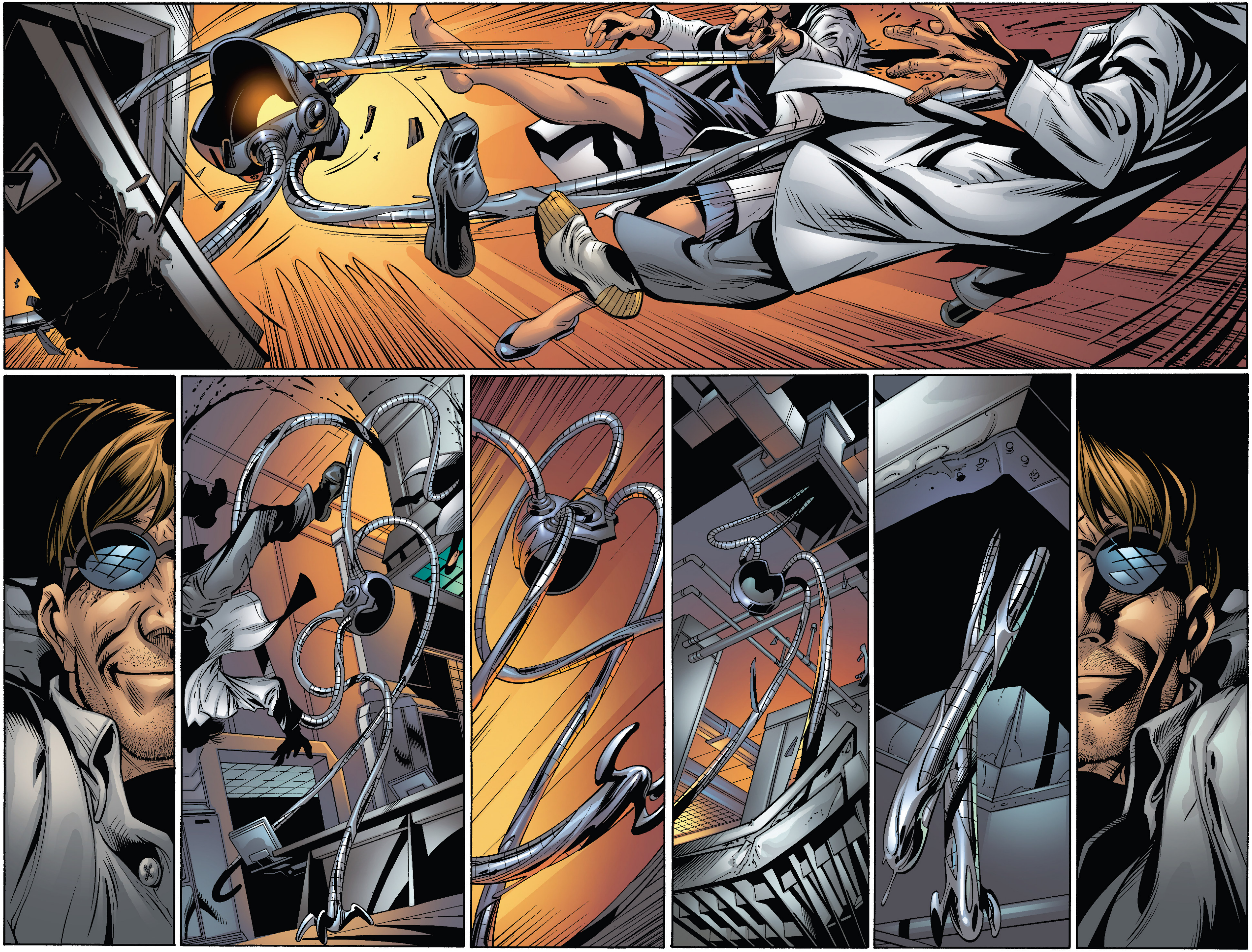

See what it says? Says they're making a movie about Spider-Man.
Pretty funny.
You know what's even funnier?
Says here that the movie studio optioned your story from your ex-wife. Y'know, to give it some authenticity.
Says she's a consultant.
BUGLE
A SPIDER-MAN MOVIE? YOU BET!
Says she's an expert on deluded, self-important murderers like you.
How' bout that? A whole movie about you... and your wife's the only one getting paid.
I mean it's not like the movie people were going to pay you for your story.
Seeing as you're a murderer and all...
But it's funny that your wife, oops, ex-wife, found a way to cash in on your loser-ness.
Thought you'd enjoy that.
And, you know, if you weren't a cop-killer, piece of garbage...
I would actually feel bad for you.
One of the greatest science guys ever, they say, but you went and turned yourself into a killing freak with four metal arms.
Hey, how you doing now that S.H.I.E.L.D. went and took your arms away from you?
Sent you here to rot for the rest of your worthless life.
Paper says they're going to do some kind of cool CGI thing to duplicate your metal arms.
I bet they could buy them if they wanted.
DAILY
A SPIDER-MAN
YOU B
Enjoy, cop-killer.
Maybe they'll invite you to the premiere.

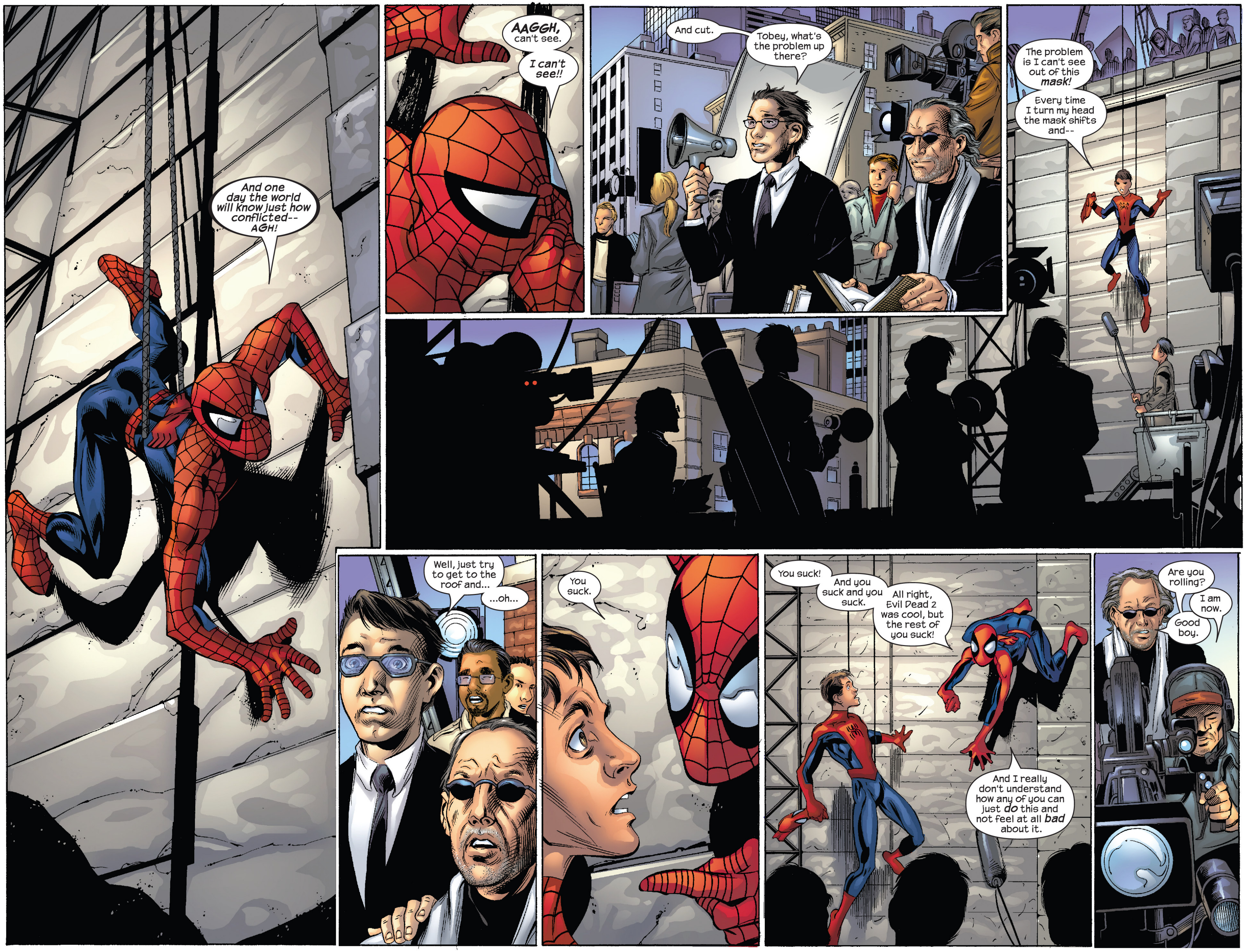

EXI
I'm going.
As what?
THE VOICE
DAZZLER ROCKS!
Come with me.
No.
Come on.
No.
Liz?
I don't know. Who else is going?
Who *else?*
Who else is going?
You can't just come with *me?* Just me and you.
No, yes, no. I mean--
I was just asking who else is going?
You've known me since kindergarten, you can't come with me?
That's not what I- Mary! Mary Jane.
Liz, darling.
What are you doing after school?
Me, I am going straight home and straight to my room.
(Thank you very much...)
For I am grounded.
Because of the unfortunate *"running away in the middle of the night"* incident.
That exact thing.
How long are you grounded?
What time is it?
(She loves this joke.)
It's 12: 20.
(Here it comes...)
Well, then I am only grounded for ***four hundred years.***
Why? What's going on that I am going to miss?
Kongo-bongo wants to go into the city and audition to be an extra in the Spider-Man film.
HA!!
What?

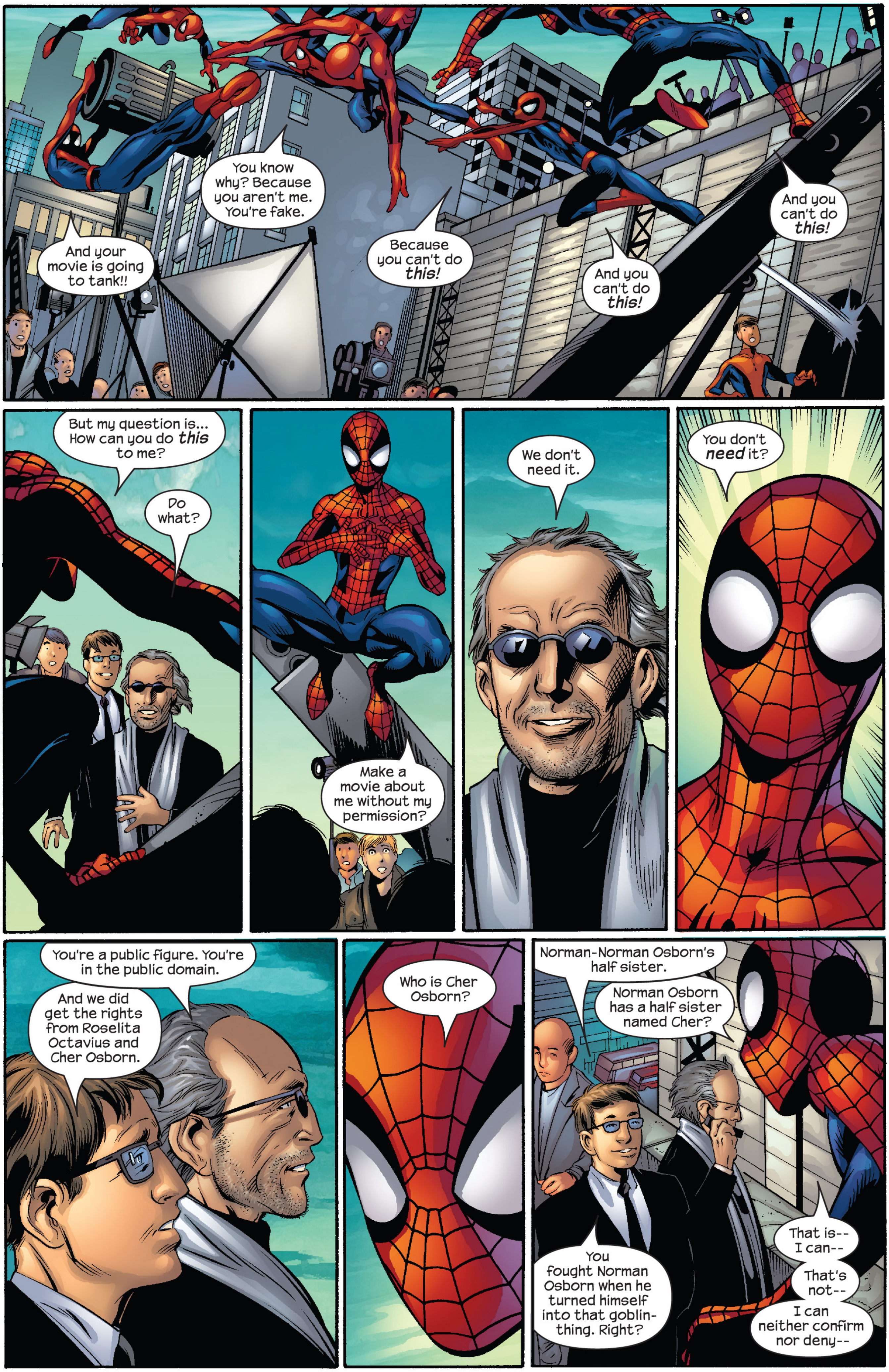

Nothing, I don't know why I did that.
It's just funny that they're making a--
--yeah, uh, yeah.
Well, I want to be in the movie and I think we should all go down and audition.
We ***totally*** get paid and we get to be in a movie. My uncle was in *Rocky*.
How awesome will this movie be?
SCHOOL RULES
I'm not going.
Wait in line with a bunch of tools?
Come on...
I'm grounded.
I have to work.
Well, I'm going to go down there and I'm going to be in the movie and you can all--you know.
Maybe you can audition for the role of Kingpin.
Now what does that mean?
Means you're bald and fat.
See, you ***are*** trying to scar me emotionally.
Whoops.
Whoops?
SMACK
Whoops.
Take it ***back!!***
CRASH
A movie?
I live in Hell.

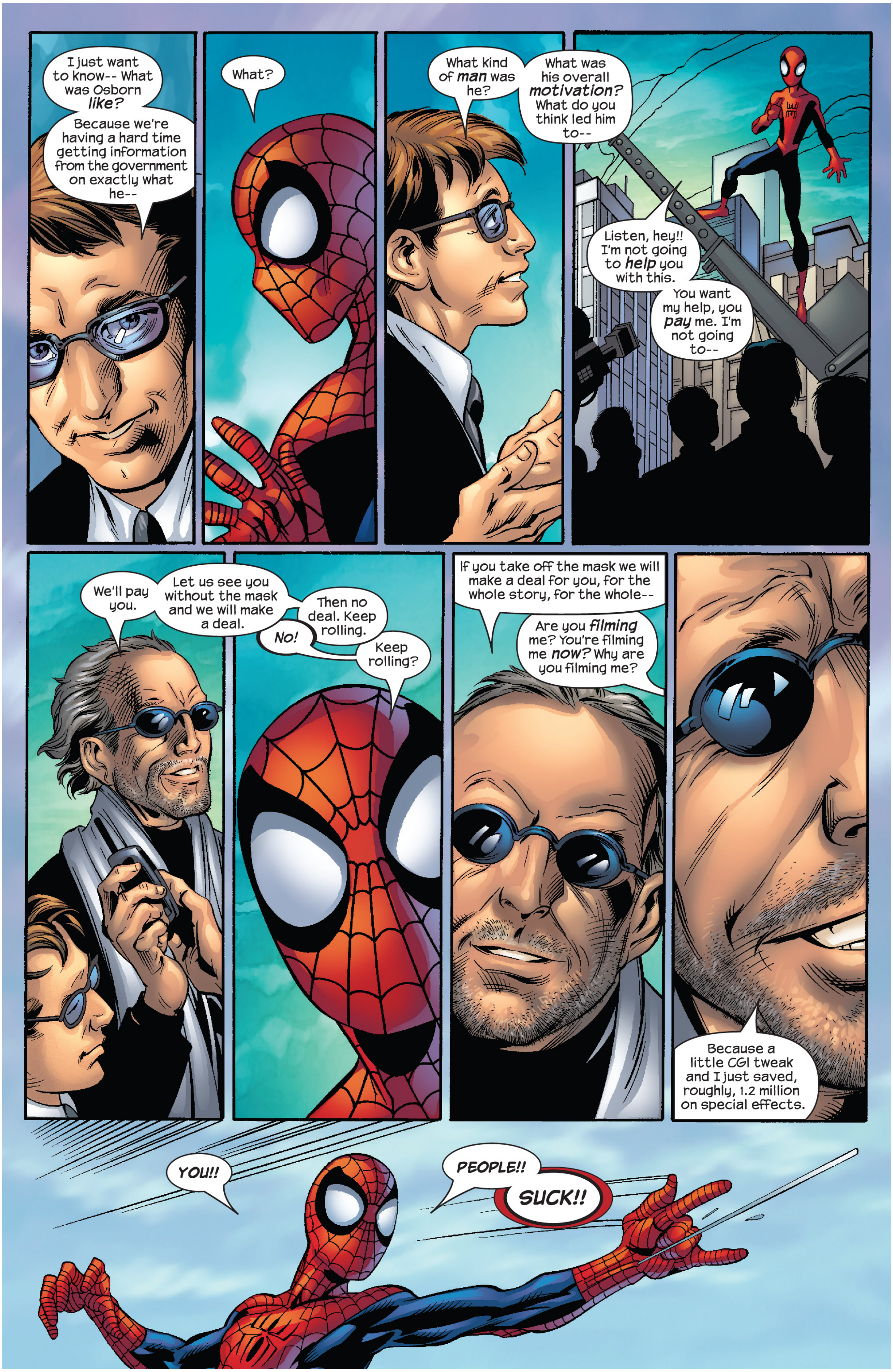

THUNK
THUNK

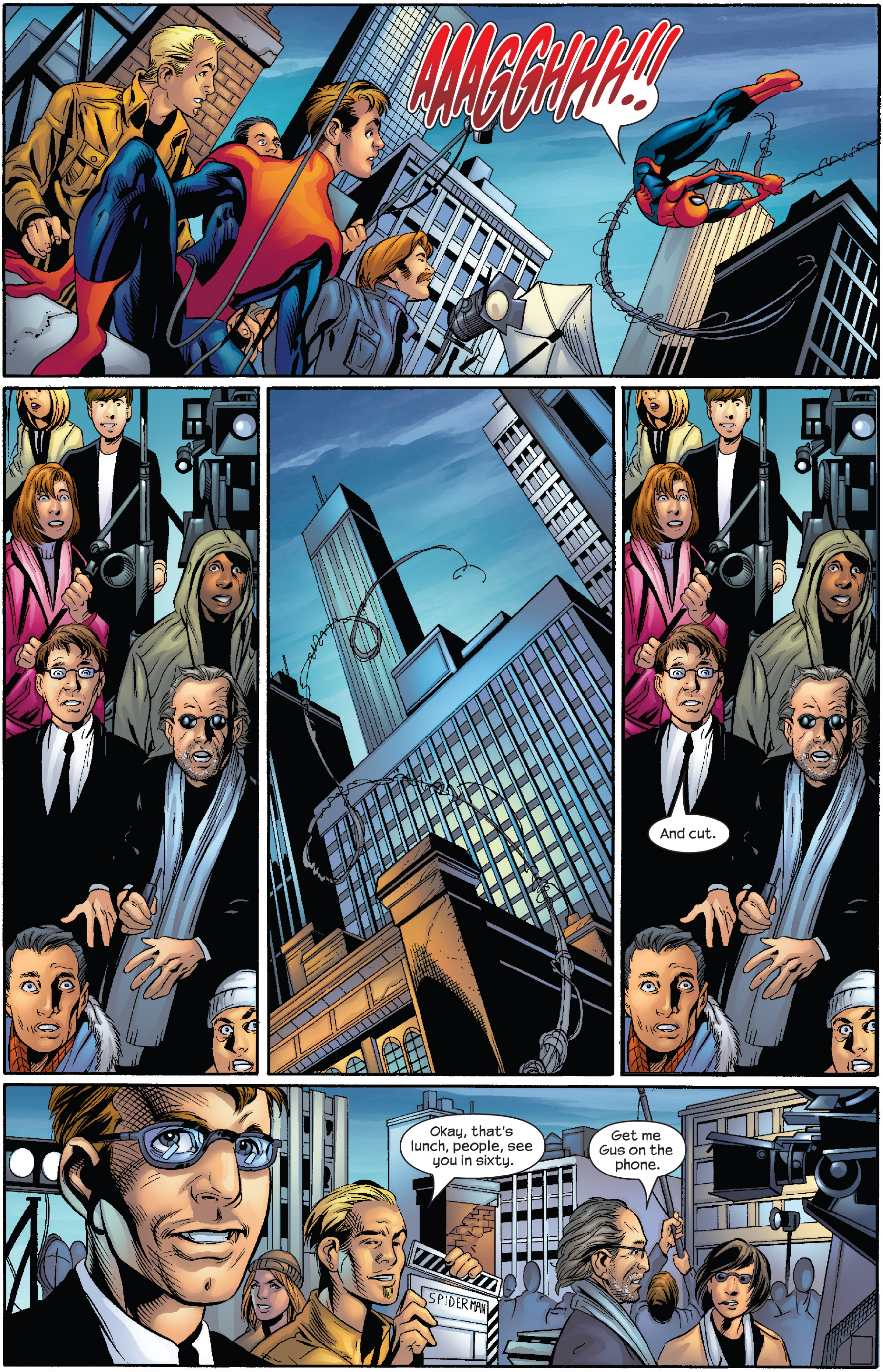

THE TRISKELION
Headquarters and home of The Ultimates. The U.S.-sanctioned Superhuman Task Force, created by Nick Fury and S.H.I.E.L.D.
THUNK
THUNK
THUNK
What *is* that?
What is what?
That?
I have no idea. This isn't my station. I'm just here to--
Ssshh...
THUNK
You don't hear that?
THUNK
That!!
What is that?
THUNK
I think it's the air conditioning.
It's annoying.
THUNK
THUNK
I think it's coming from over here.
What's in there?
I don't know.
Do you have a key to this?
You're level seven. Just slide your access card.
GLEEK

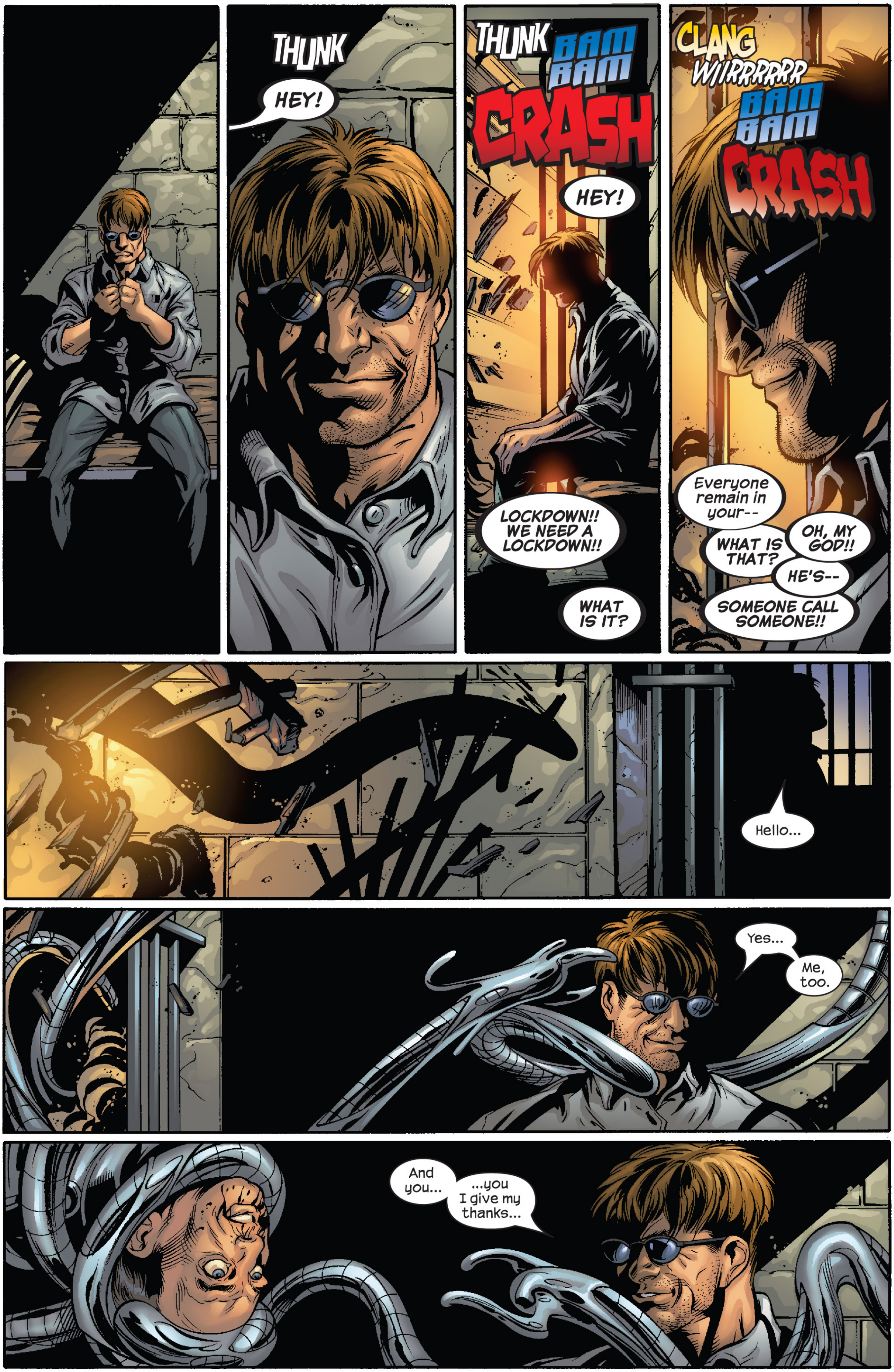


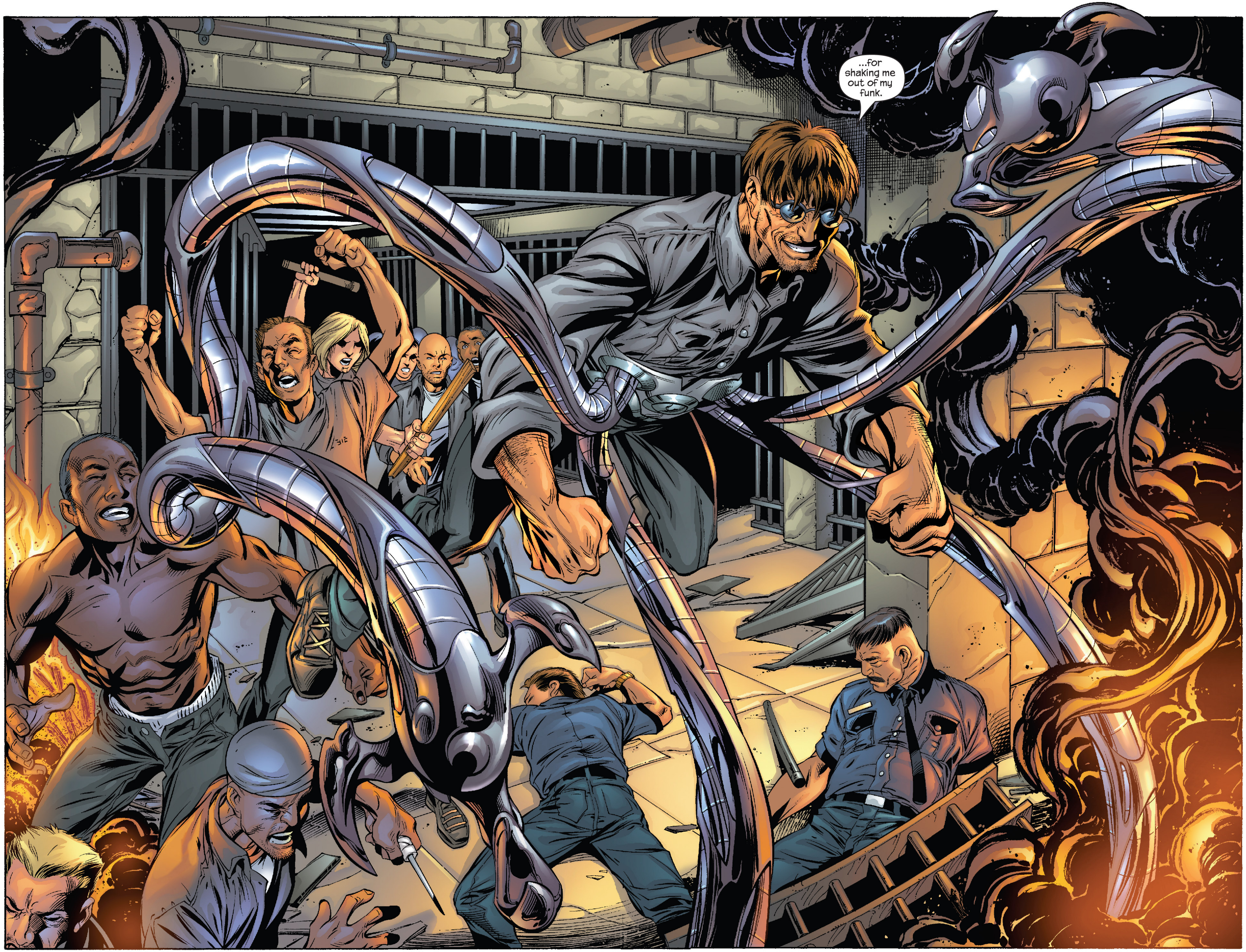

And one day the world will know just how conflicted-- AGH!
AAGGH, can't see.
I can't see!!
And cut.
Tobey, what's the problem up there?
The problem is I can't see out of this *mask!*
Every time I turn my head the mask shifts and--
Well, just try to get to the roof and...
...oh...
You suck.
You suck!
And you suck and you suck.
All right, Evil Dead 2 was cool, but the rest of you suck!
And I really don't understand how any of you can just *do* this and not feel at all *bad* about it.
Are you rolling?
I am now.
Good boy.


And your movie is going to tank!!
You know why? Because you aren't me. You're fake.
Because you can't do *this!*
And you can't do *this!*
And you can't do *this!*
But my question is... How can you do *this* to me?
Do what?
Make a movie about me without my permission?
We don't need it.
You don't *need* it?
You're a public figure. You're in the public domain.
And we did get the rights from Roselita Octavius and Cher Osborn.
Who is Cher Osborn?
Norman-Norman Osborn's half sister.
Norman Osborn has a half sister named Cher?
You fought Norman Osborn when he turned himself into that goblin-thing. Right?
That is-- I can--
That's not--
I can neither confirm nor deny--


I just want to know-- What was Osborn *like?*
Because we're having a hard time getting information from the government on exactly what he--
What?
What kind of *man* was he?
What was his overall *motivation?* What do you think led him to--
Listen, hey!! I'm not going to *help* you with this.
You want my help, you *pay* me. I'm not going to--
We'll pay you.
Let us see you without the mask and we will make a deal.
Then no deal. Keep rolling.
No!
Keep rolling?
If you take off the mask we will make a deal for you, for the whole story, for the whole--
Are you *filming* me? You're filming me *now?* Why are you filming me?
Because a little CGI tweak and I just saved, roughly, 1.2 million on special effects.
YOU!!
PEOPLE!!
SUCK!!


AAAGGHHH!!
And cut.
Okay, that's lunch, people, see you in sixty.
SPIDERMAN
Get me Gus on the phone.


THUNK
HEY!
THUNK
BAM BAM
CRASH
HEY!
LOCKDOWN!! WE NEED A LOCKDOWN!!
WHAT IS IT?
CLANG
WIRRRRRR
BAM BAM
CRASH
Everyone remain in your--
WHAT IS THAT?
OH, MY GOD!!
HE'S--
SOMEONE CALL SOMEONE!!
Hello...
Yes...
Me, too.
And you...
...you I give my thanks...


...for shaking me out of my funk.

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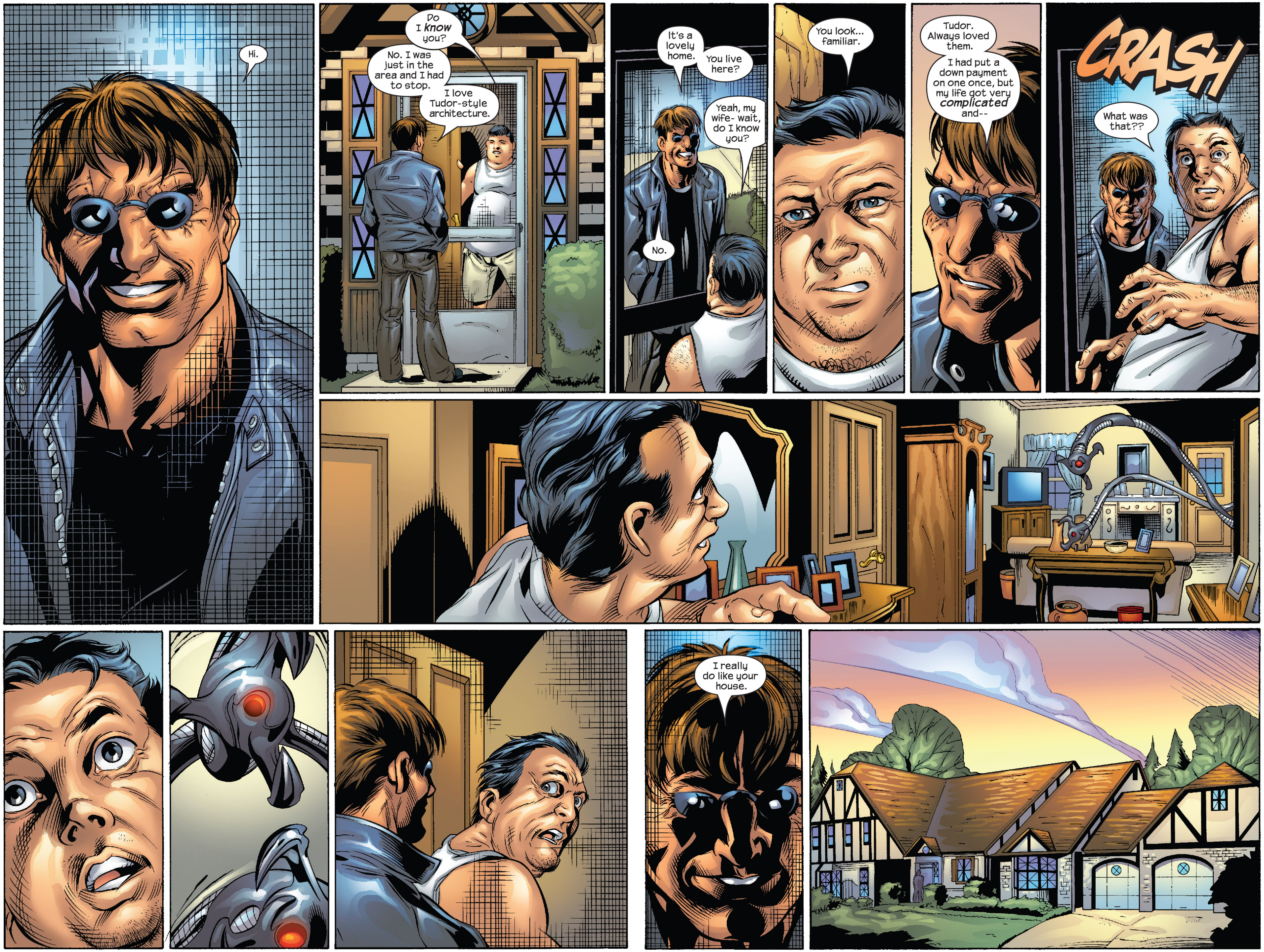
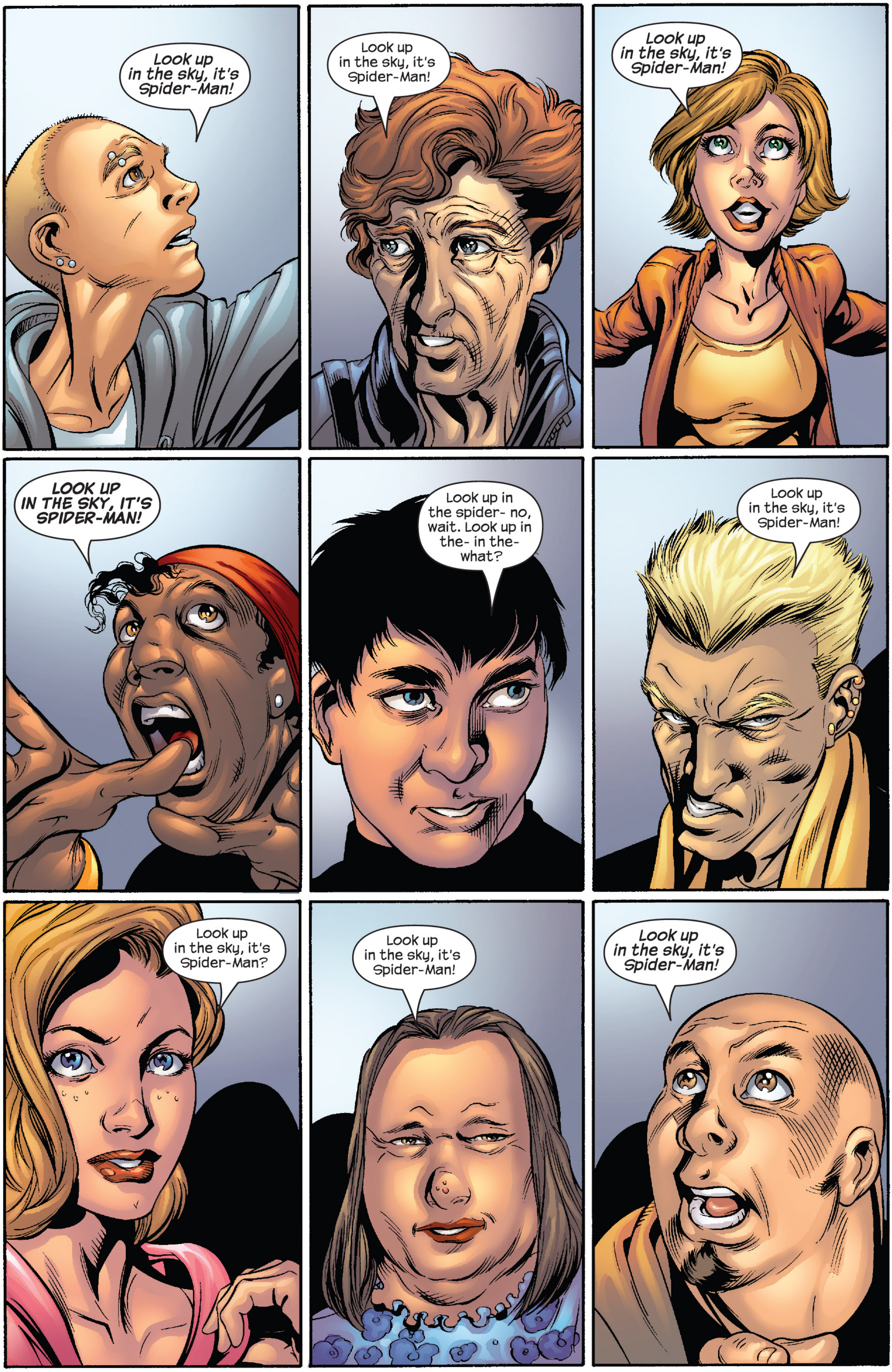
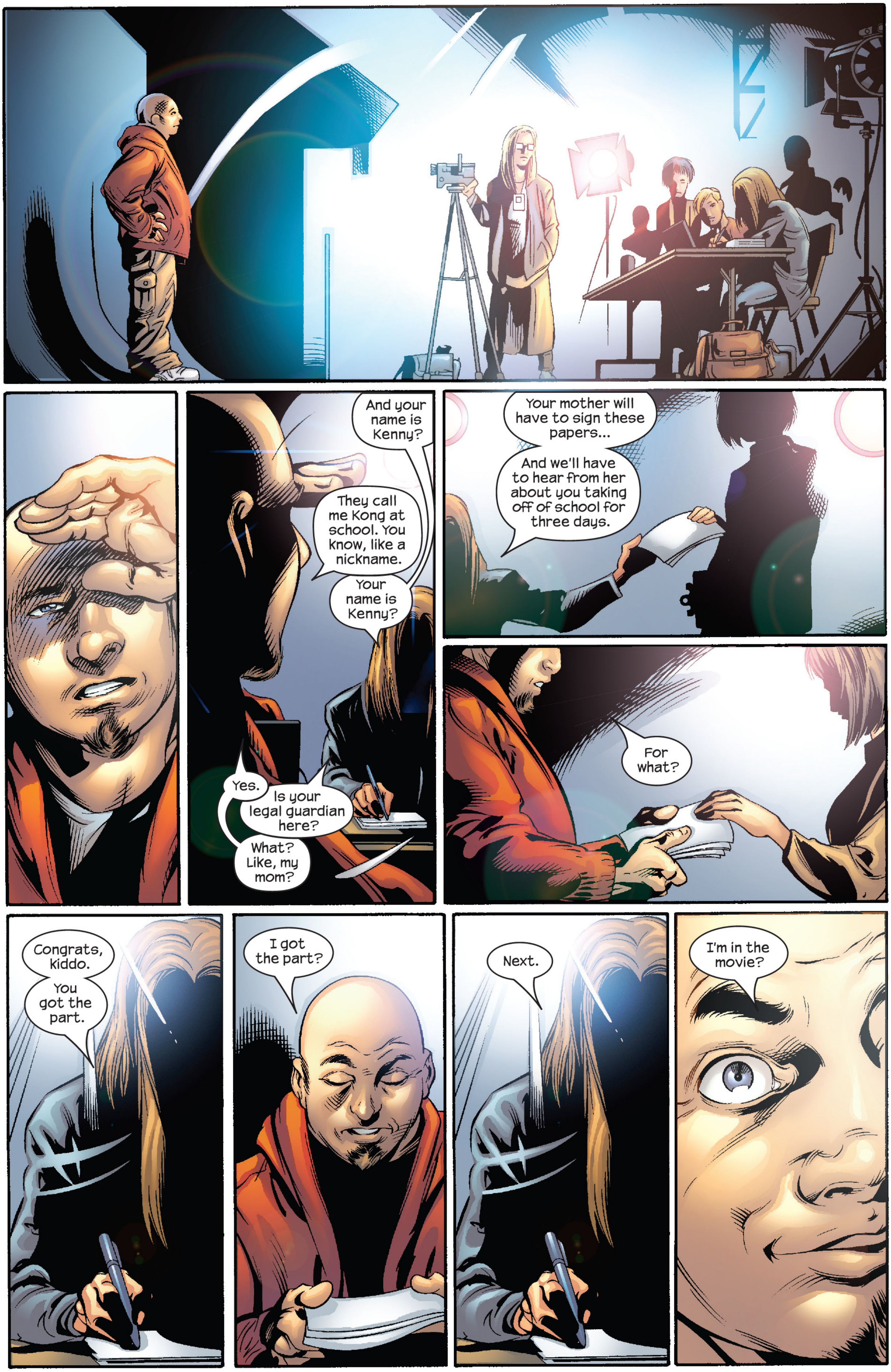
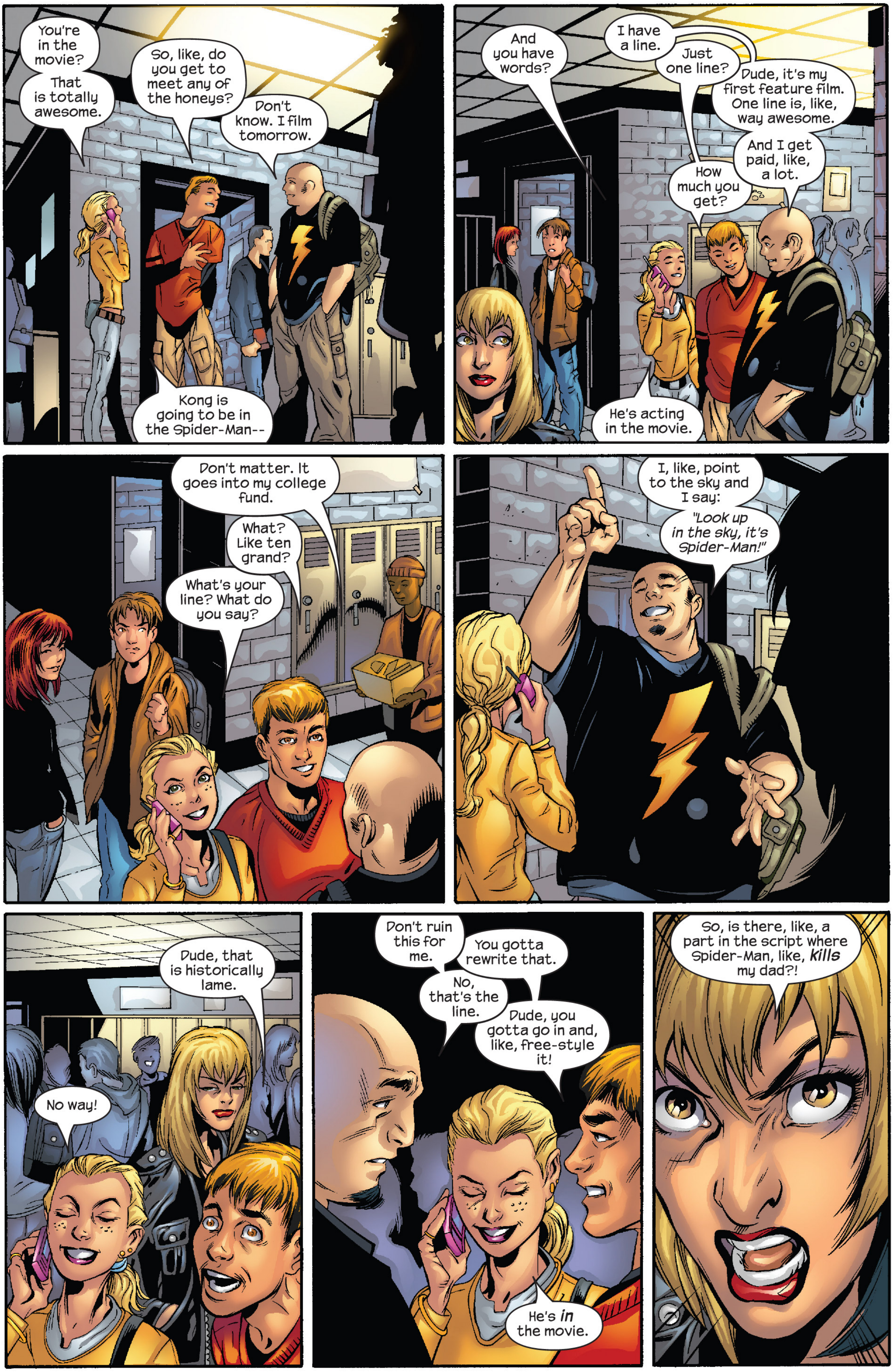
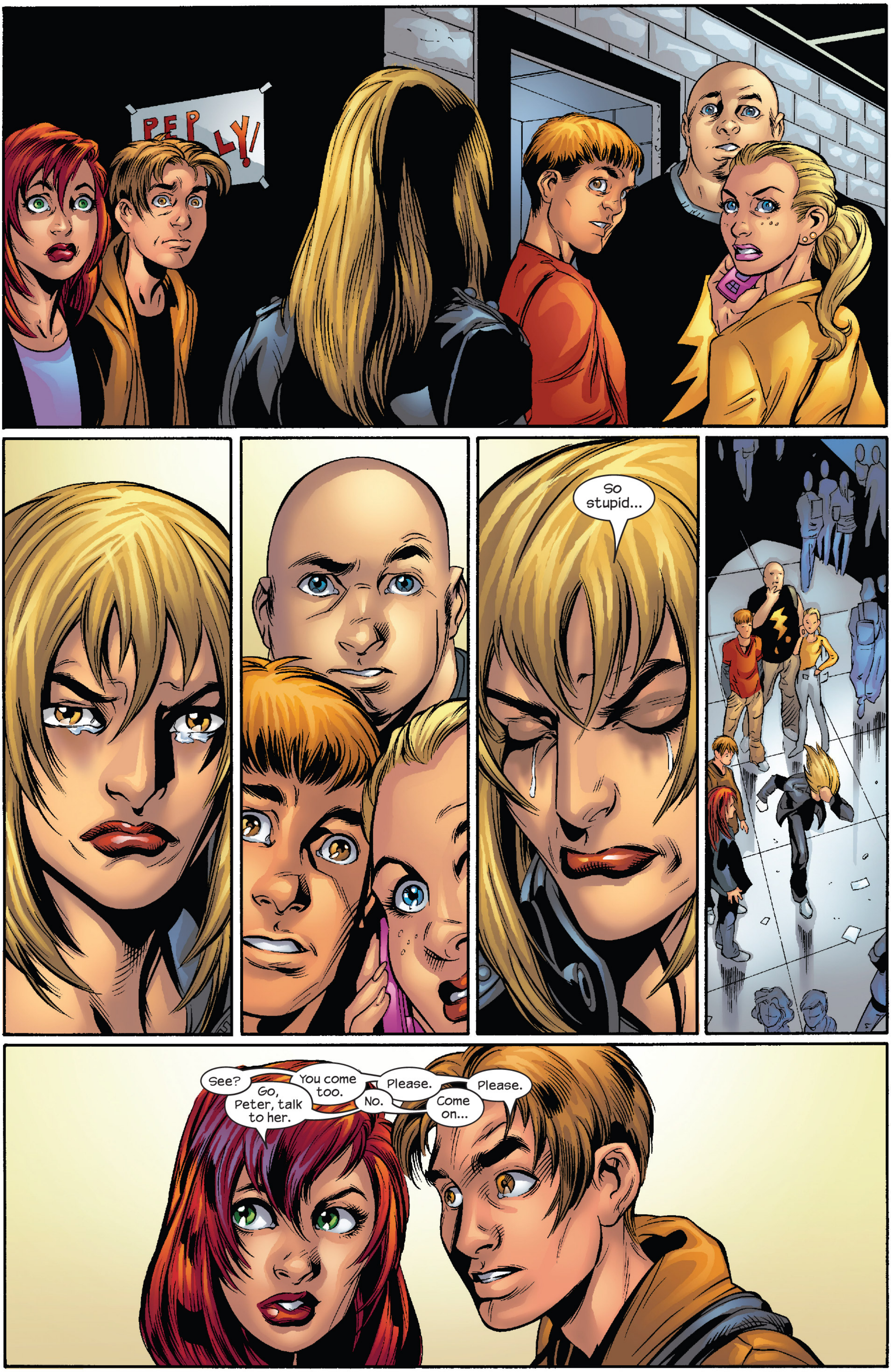
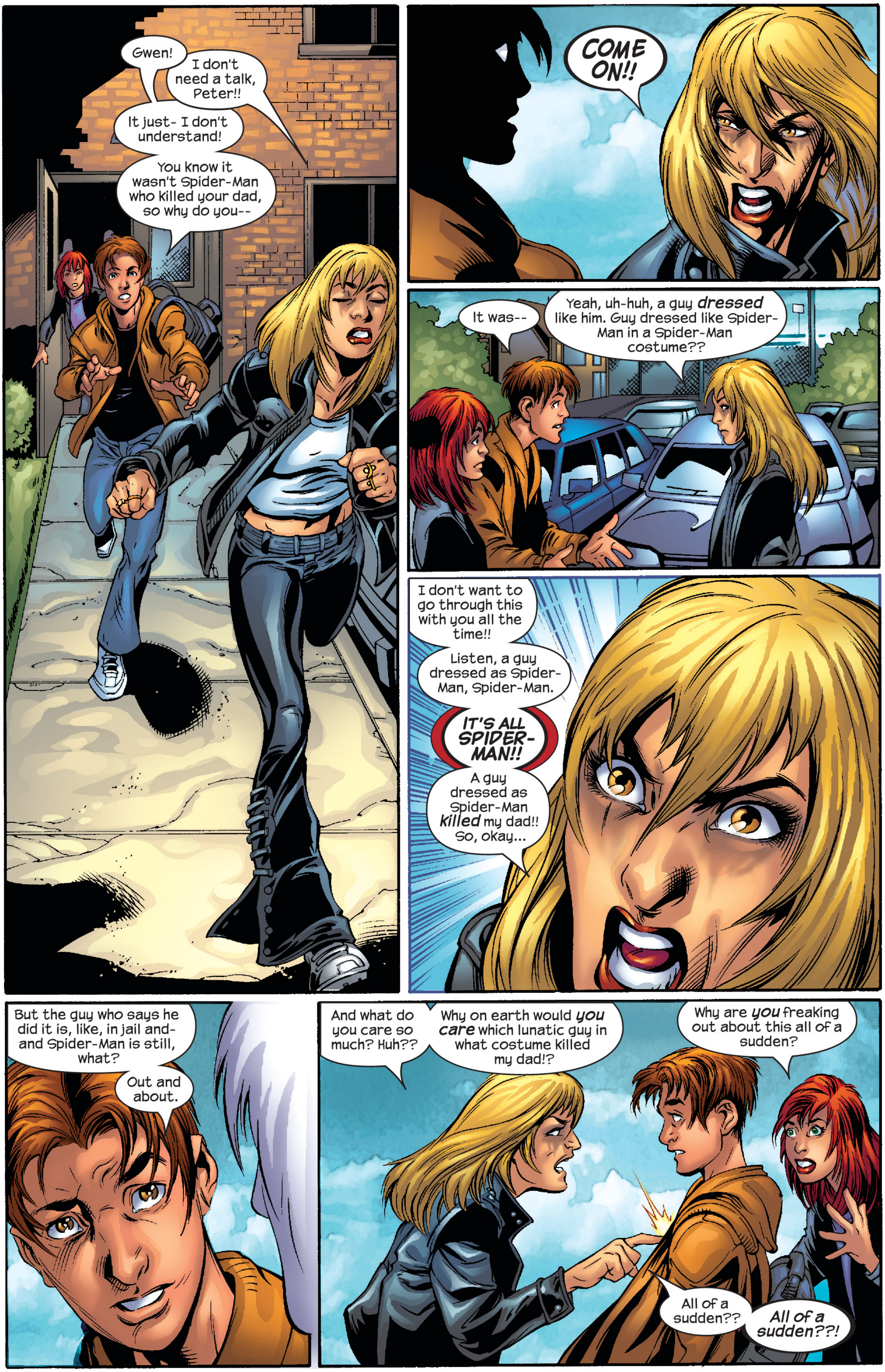

Hi.
Do I *know* you?
No. I was just in the area and I had to stop.
I love Tudor-style architecture.
It's a lovely home.
You live here?
Yeah, my wife- wait, do I know you?
No.
You look... familiar.
Tudor. Always loved them.
I had put a down payment on one once, but my life got very *complicated* and--
CRASH
What was that??
I really do like your house.

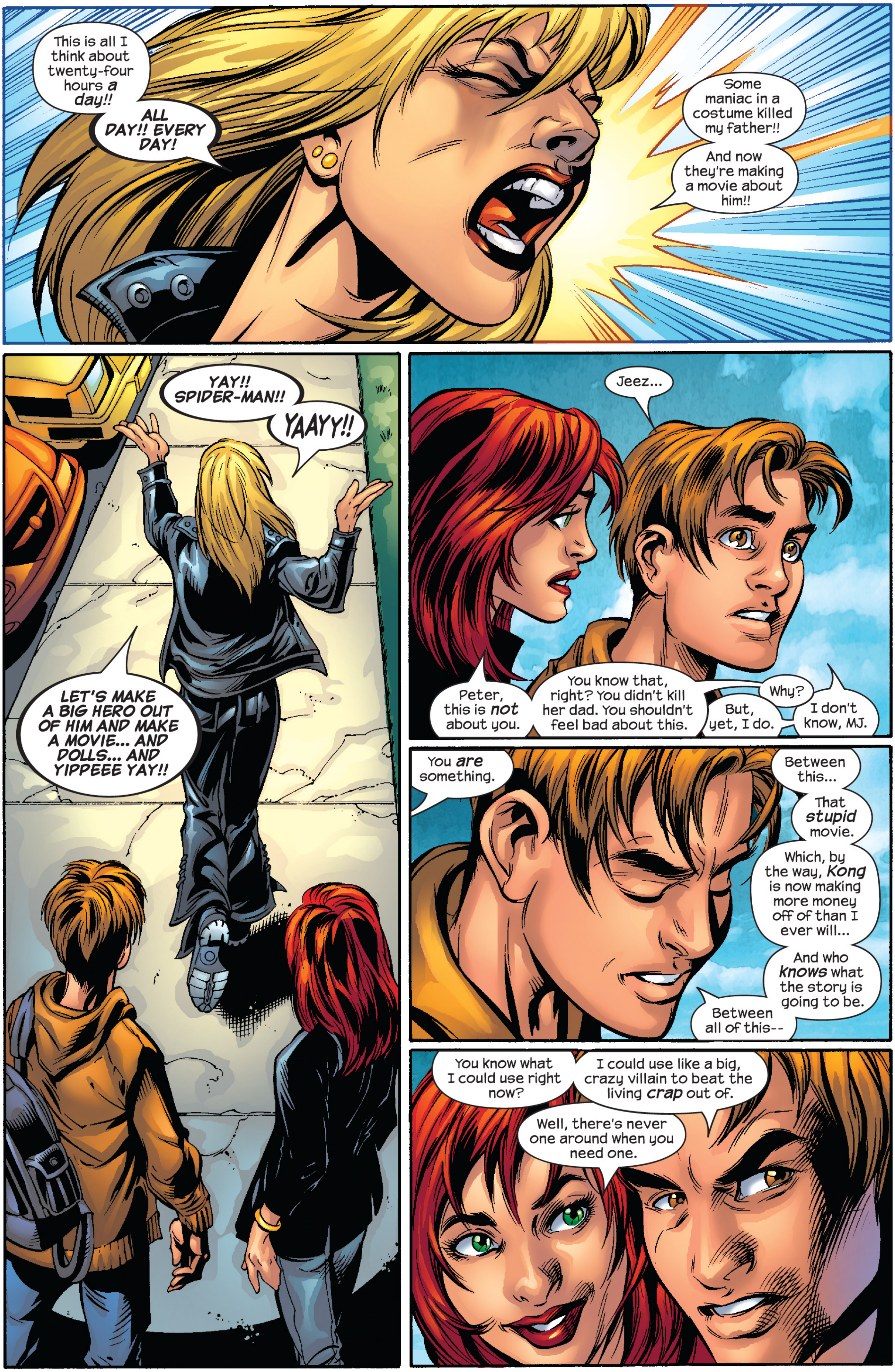

Look up in the sky, it's Spider-Man!
Look up in the sky, it's Spider-Man!
Look up in the sky, it's Spider-Man!
LOOK UP IN THE SKY, IT'S SPIDER-MAN!
Look up in the spider- no, wait. Look up in the- in the- what?
Look up in the sky, it's Spider-Man!
Look up in the sky, it's Spider-Man?
Look up in the sky, it's Spider-Man!
Look up in the sky, it's Spider-Man!

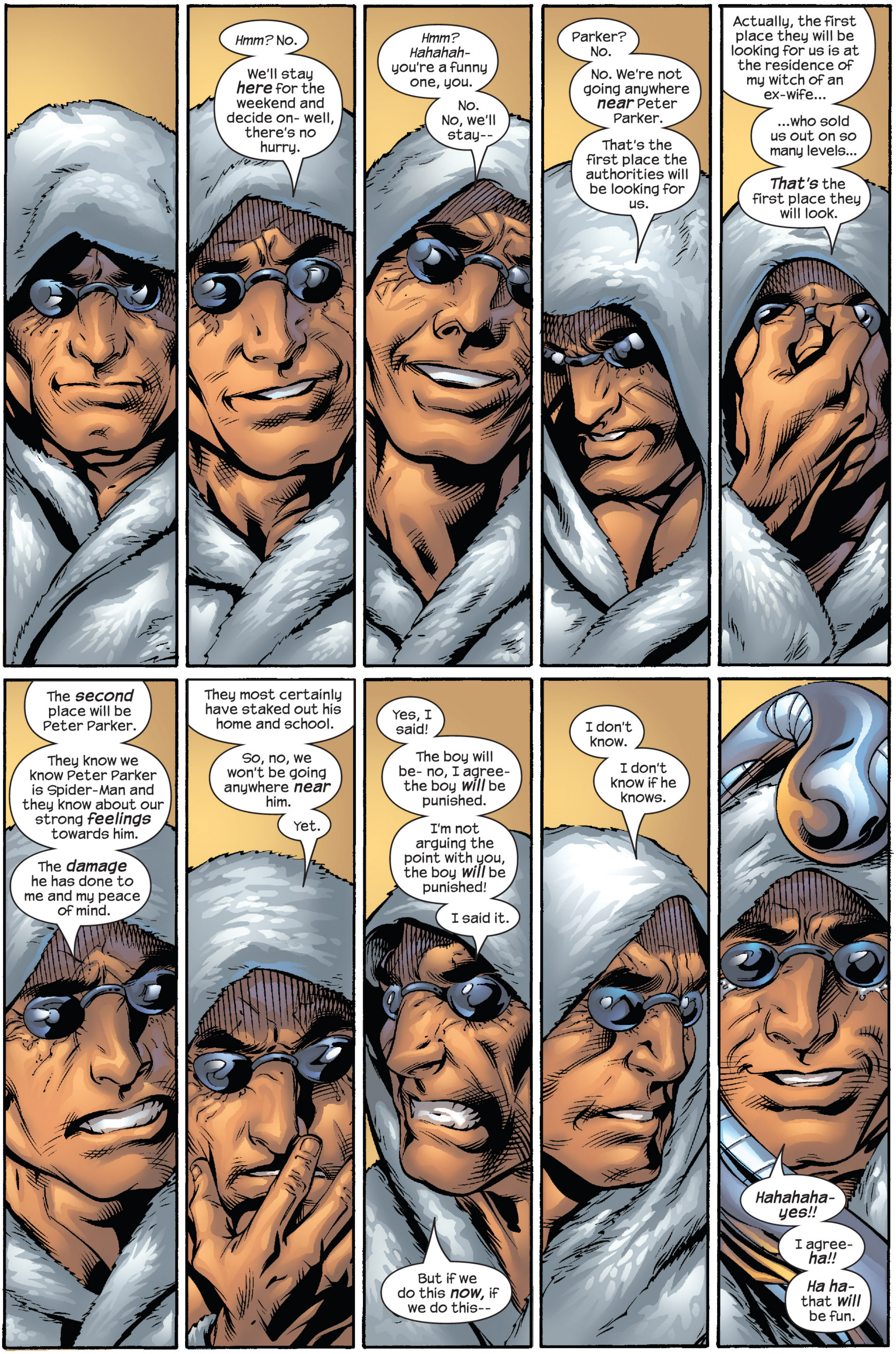

And your name is Kenny?
They call me Kong at school. You know, like a nickname.
Your name is Kenny?
Yes.
Is your legal guardian here?
What? Like, my mom?
Your mother will have to sign these papers...
And we'll have to hear from her about you taking off of school for three days.
For what?
Congrats, kiddo.
You got the part.
I got the part?
Next.
I'm in the movie?

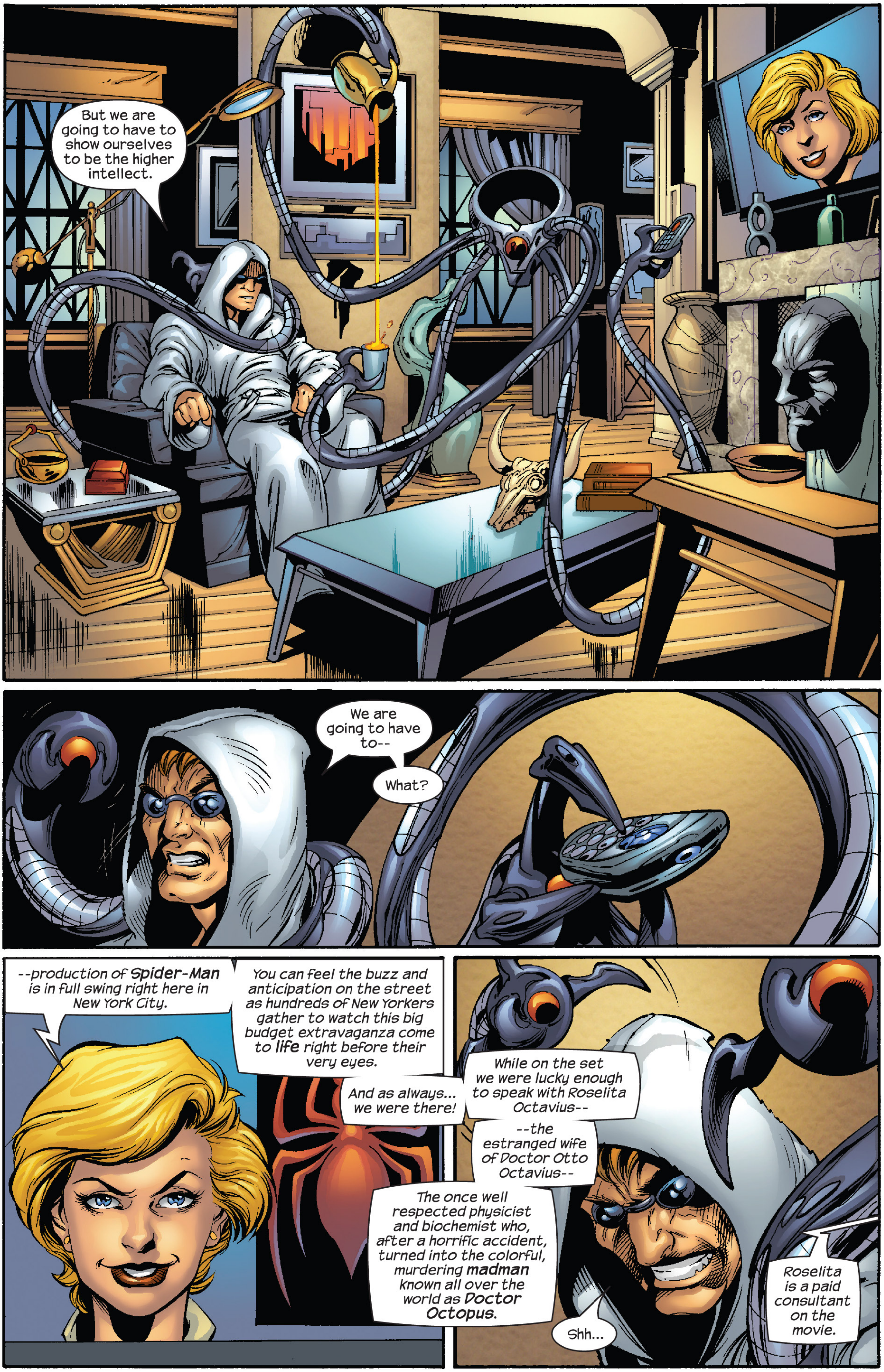

You're in the movie?
That is totally awesome.
So, like, do you get to meet any of the honeys?
Don't know. I film tomorrow.
Kong is going to be in the Spider-Man--
And you have words?
I have a line.
Just one line?
Dude, it's my first feature film. One line is, like, way awesome.
And I get paid, like, a lot.
How much you get?
He's acting in the movie.
Don't matter. It goes into my college fund.
What? Like ten grand?
What's your line? What do you say?
I, like, point to the sky and I say:
"Look up in the sky, it's Spider-Man!"
Dude, that is historically lame.
No way!
Don't ruin this for me.
You gotta rewrite that.
No, that's the line.
Dude, you gotta go in and, like, free-style it!
He's *in* the movie.
So, is there, like, a part in the script where Spider-Man, like, ***kills*** my dad?!

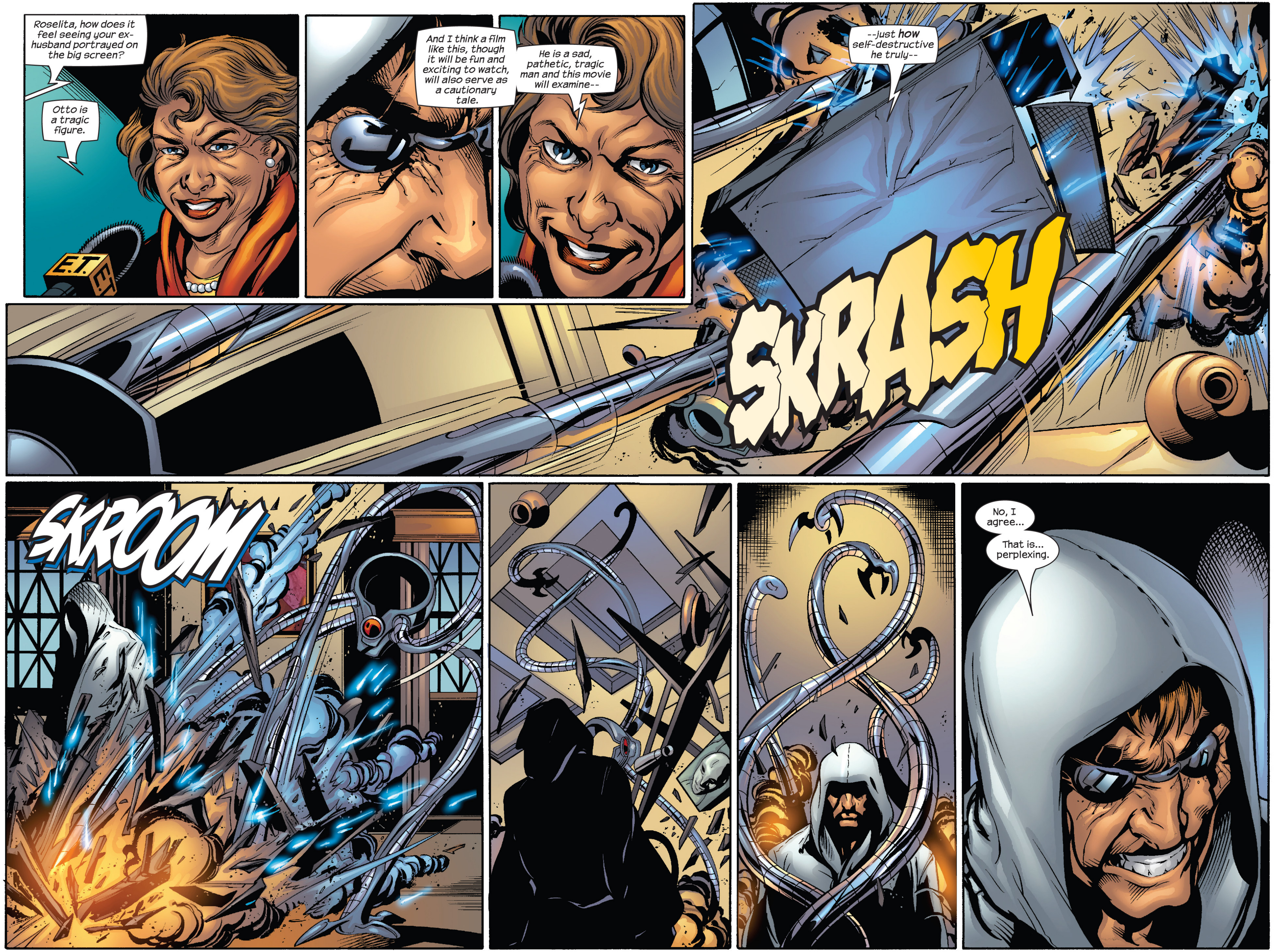

PEP
LY!
So stupid...
See?
Go, Peter, talk to her.
You come too.
No.
Please.
Come on...
Please.

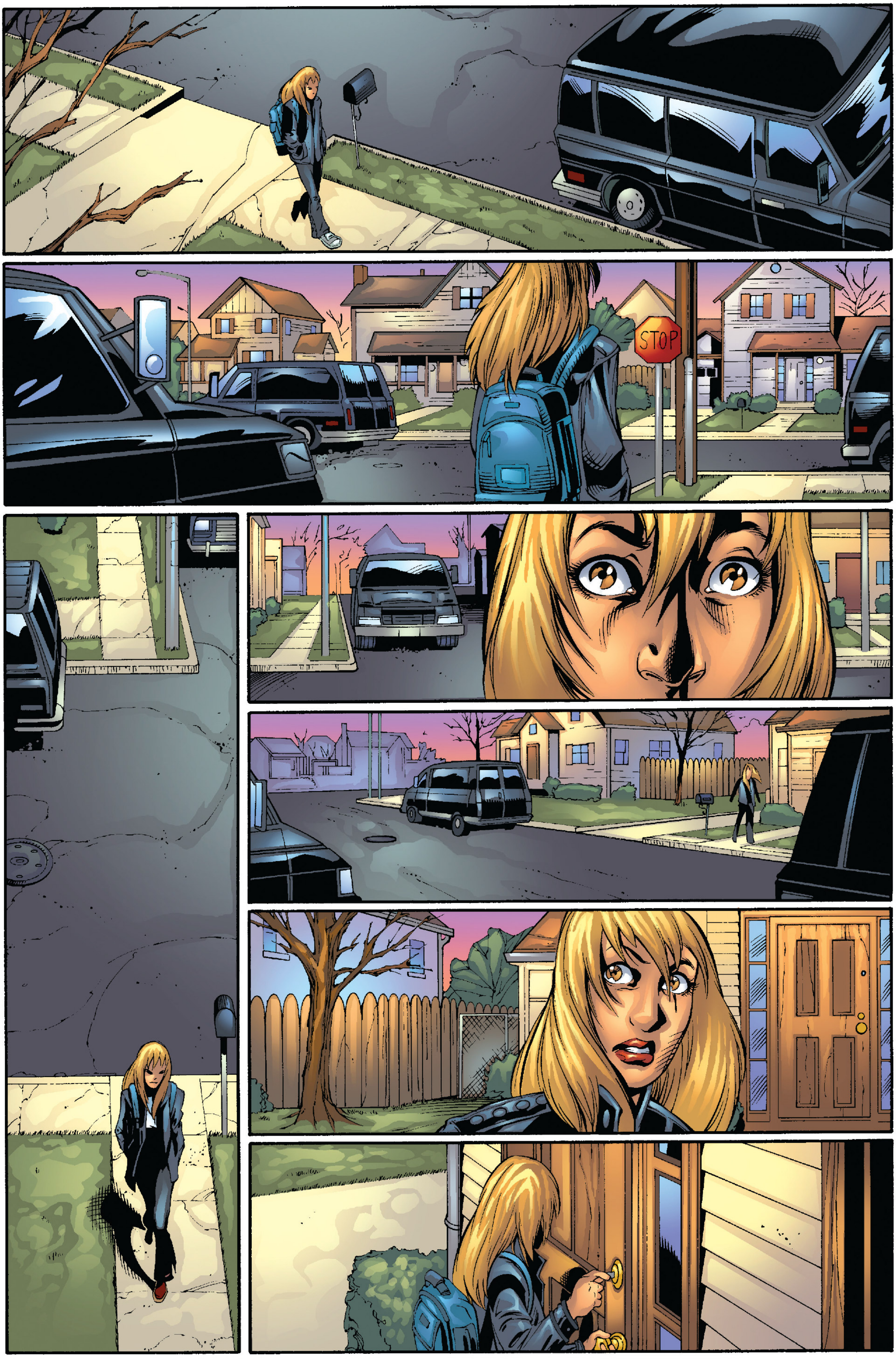

Gwen!
I don't need a talk, Peter!!
It just- I don't understand!
You know it wasn't Spider-Man who killed your dad, so why do you--
COME ON!!
It was--
Yeah, uh-huh, a guy dressed like him. Guy dressed like Spider-Man in a Spider-Man costume??
I don't want to go through this with you all the time!!
Listen, a guy dressed as Spider-Man, Spider-Man.
IT'S ALL SPIDER-MAN!!
A guy dressed as Spider-Man killed my dad!! So, okay...
But the guy who says he did it is, like, in jail and- and Spider-Man is still, what?
Out and about.
And what do you care so much? Huh??
Why on earth would you care which lunatic guy in what costume killed my dad!?
Why are you freaking out about this all of a sudden?
All of a sudden??
All of a sudden??!

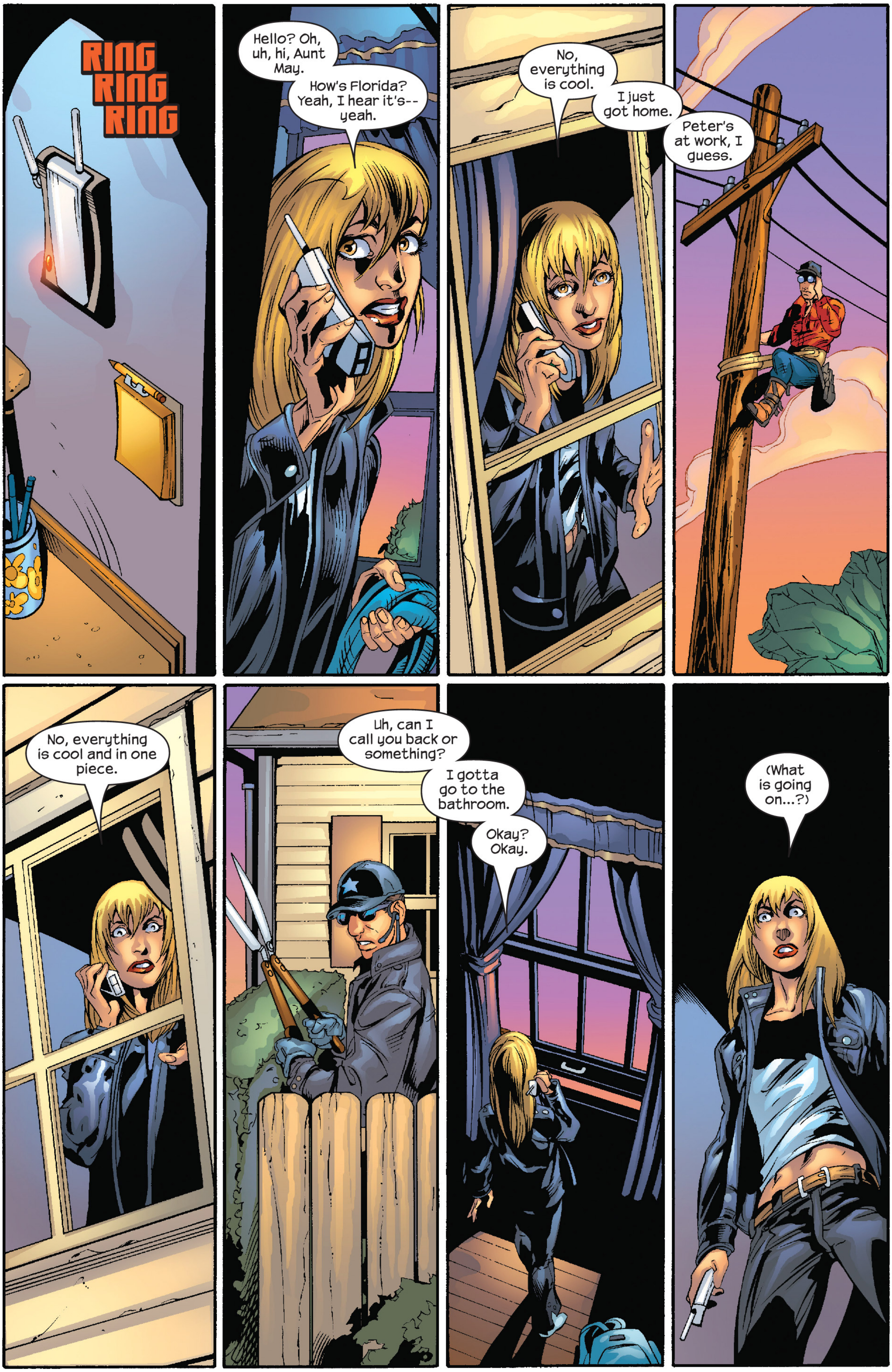

This is all I think about twenty-four hours *a day*!!
ALL DAY!! EVERY DAY!
Some maniac in a costume killed my father!!
And now they're making a movie about him!!
YAY!! SPIDER-MAN!!
YAAYY!!
LET'S MAKE A BIG HERO OUT OF HIM AND MAKE A MOVIE... AND DOLLS... AND YIPPEEE YAY!!
Jeez...
Peter, this is *not* about you.
You know that, right? You didn't kill her dad. You shouldn't feel bad about this.
But, yet, I do.
Why?
I don't know, MJ.
You *are* something.
Between this...
That *stupid* movie.
Which, by the way, *Kong* is now making more money off of than I ever will...
And who *knows* what the story is going to be.
Between all of this--
You know what I could use right now?
I could use like a big, crazy villain to beat the living *crap* out of.
Well, there's never one around when you need one.

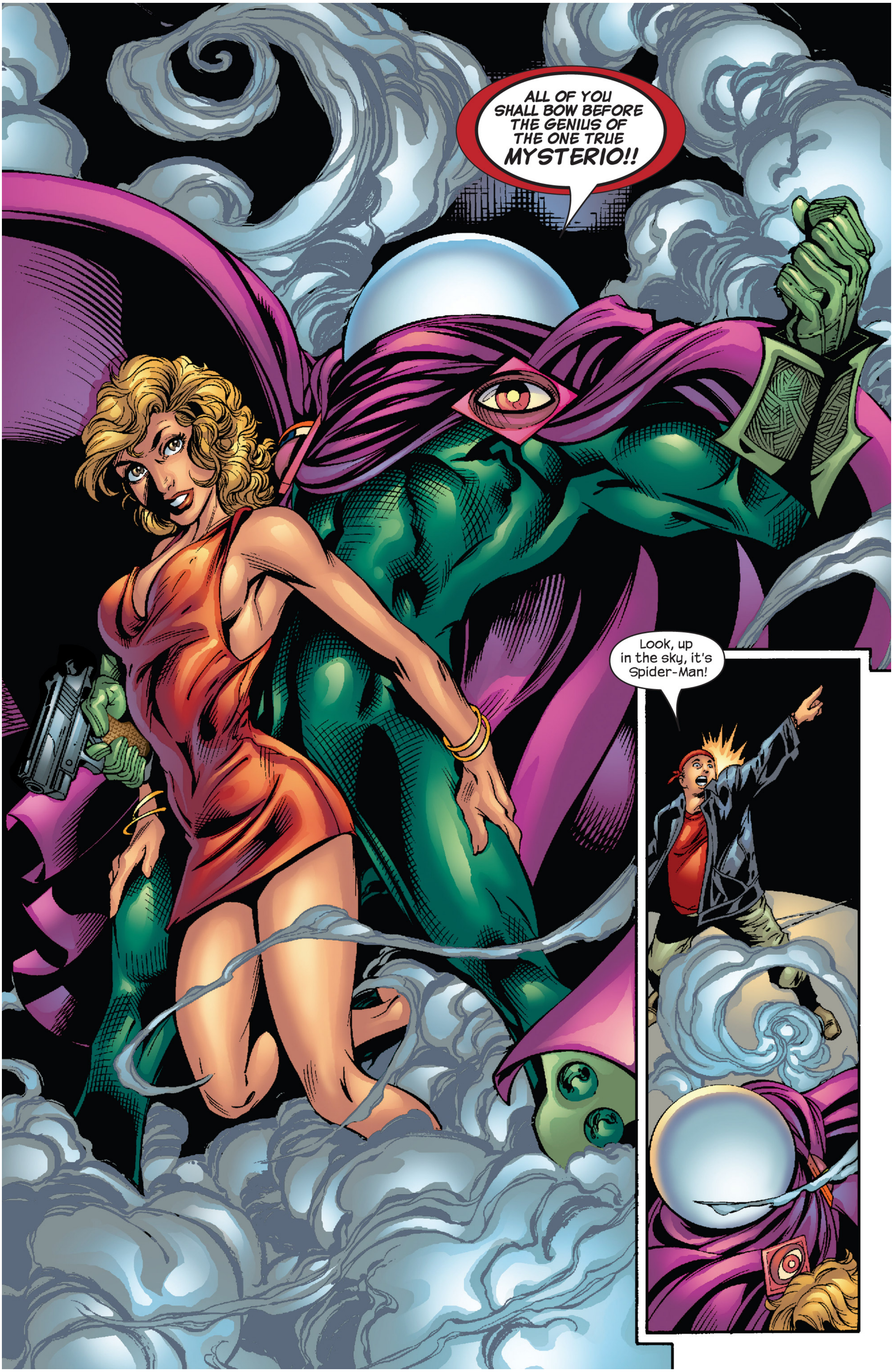

Hmm? No.
We'll stay ***here*** for the weekend and decide on- well, there's no hurry.
Hmm? Hahahah- you're a funny one, you.
No. No, we'll stay--
Parker? No.
No. We're not going anywhere ***near*** Peter Parker.
That's the first place the authorities will be looking for us.
Actually, the first place they will be looking for us is at the residence of my witch of an ex-wife...
...who sold us out on so many levels...
That's the first place they will look.
The ***second*** place will be Peter Parker.
They know we know Peter Parker is Spider-Man and they know about our strong ***feelings*** towards him.
The ***damage*** he has done to me and my peace of mind.
They most certainly have staked out his home and school.
So, no, we won't be going anywhere ***near*** him.
Yet.
Yes, I said!
The boy will be- no, I agree- the boy ***will*** be punished.
I'm not arguing the point with you, the boy ***will*** be punished!
I said it.
But if we do this ***now,*** if we do this--
I don't know.
I don't know if he knows.
Hahahaha- yes!!
I agree- ***ha!!***
Ha ha- that ***will*** be fun.

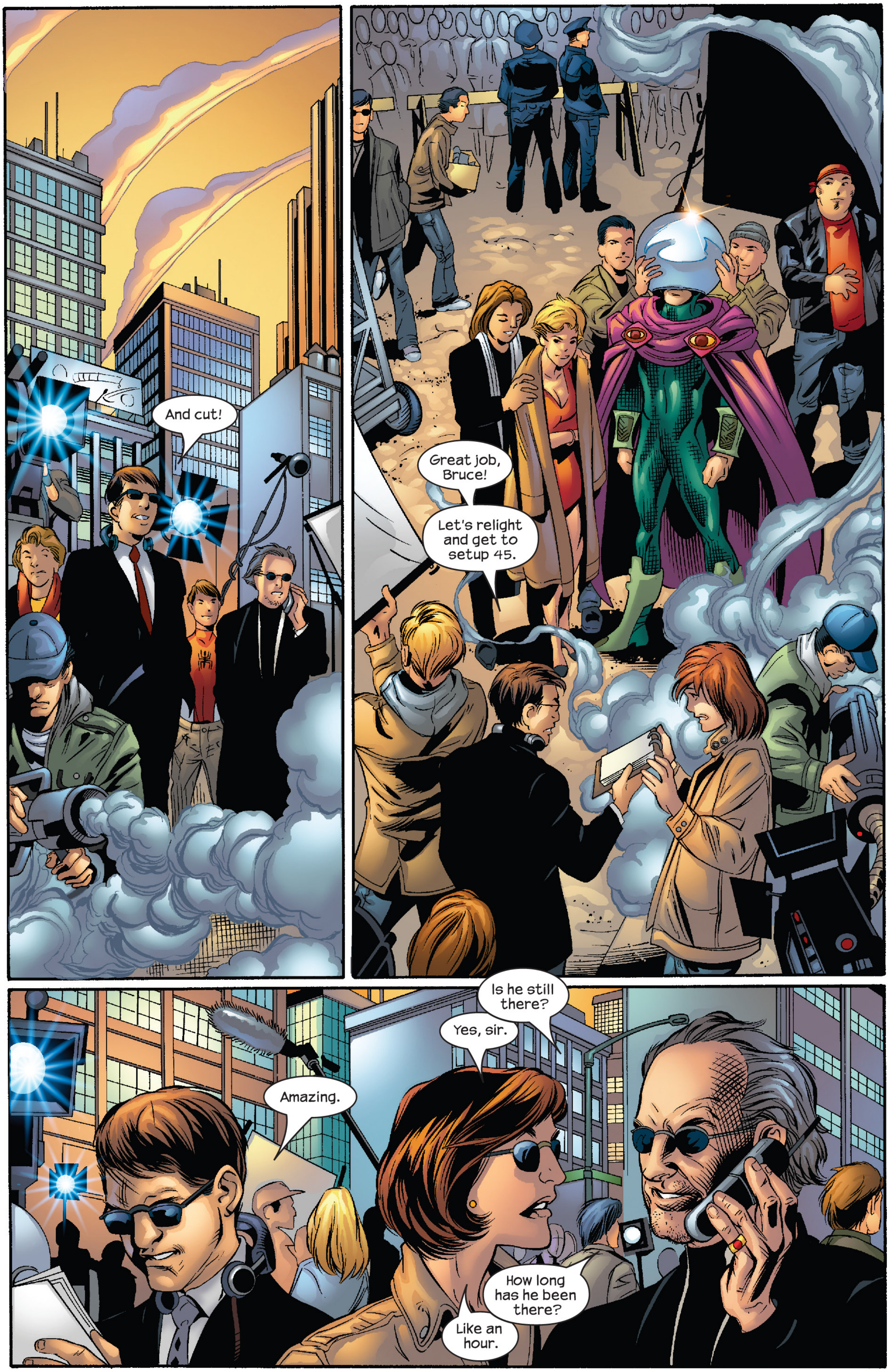

But we are going to have to show ourselves to be the higher intellect.
We are going to have to--
What?
--production of **Spider-Man** is in full swing right here in New York City.
You can feel the buzz and anticipation on the street as hundreds of New Yorkers gather to watch this big budget extravaganza come to **life** right before their very eyes.
And as always... we were there!
While on the set we were lucky enough to speak with Roselita Octavius--
--the estranged wife of Doctor Otto Octavius--
The once well respected physicist and biochemist who, after a horrific accident, turned into the colorful, murdering **madman** known all over the world as **Doctor Octopus.**
Shh...
Roselita is a paid consultant on the movie.

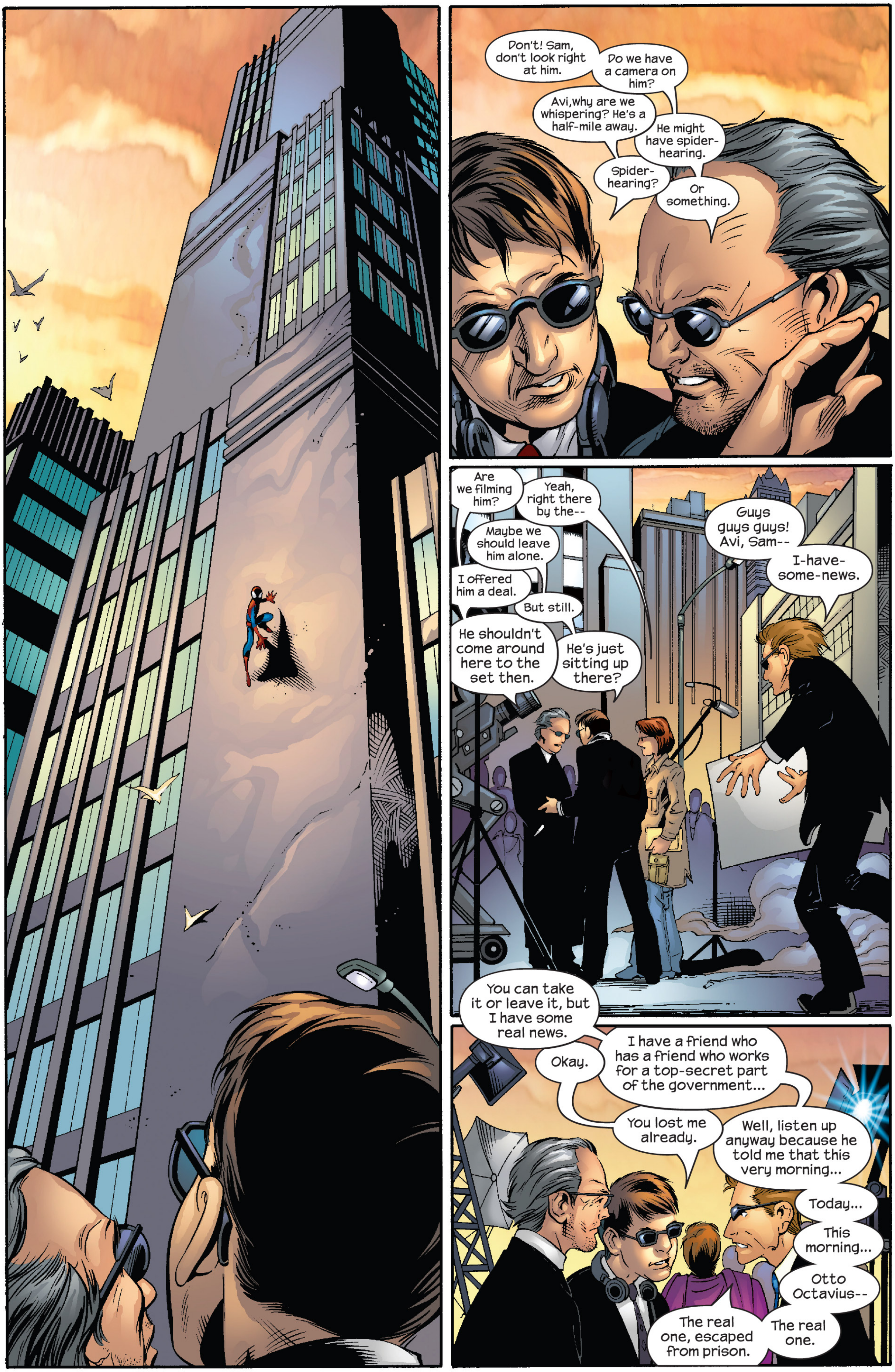

Roselita, how does it feel seeing your ex-husband portrayed on the big screen?
Otto is a tragic figure.
E.T.
And I think a film like this, though it will be fun and exciting to watch, will also serve as a cautionary tale.
He is a sad, pathetic, tragic man and this movie will examine--
--just how self-destructive he truly--
SKRASH
SKROOM
No, I agree...
That is... perplexing.

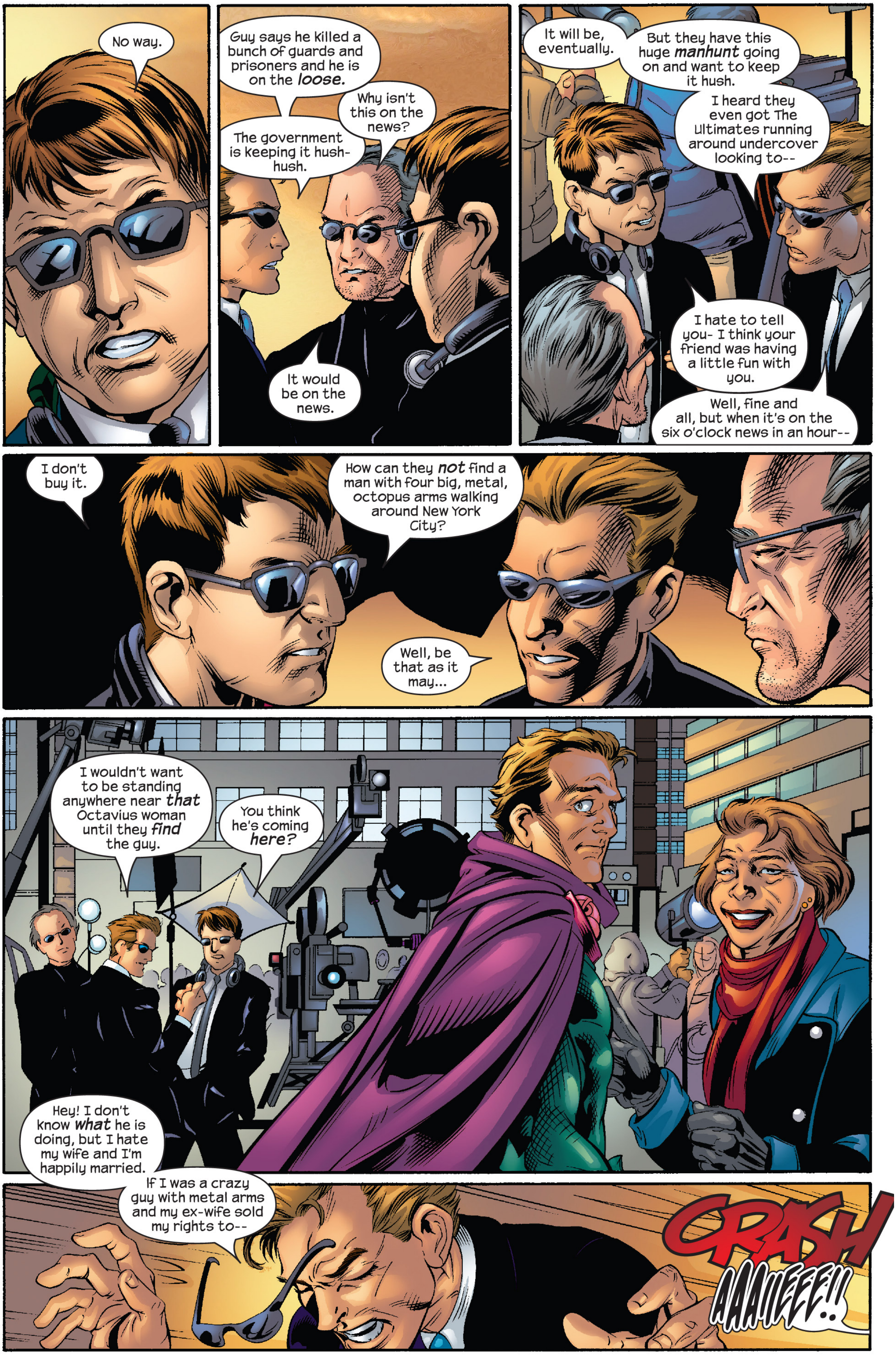

STOP

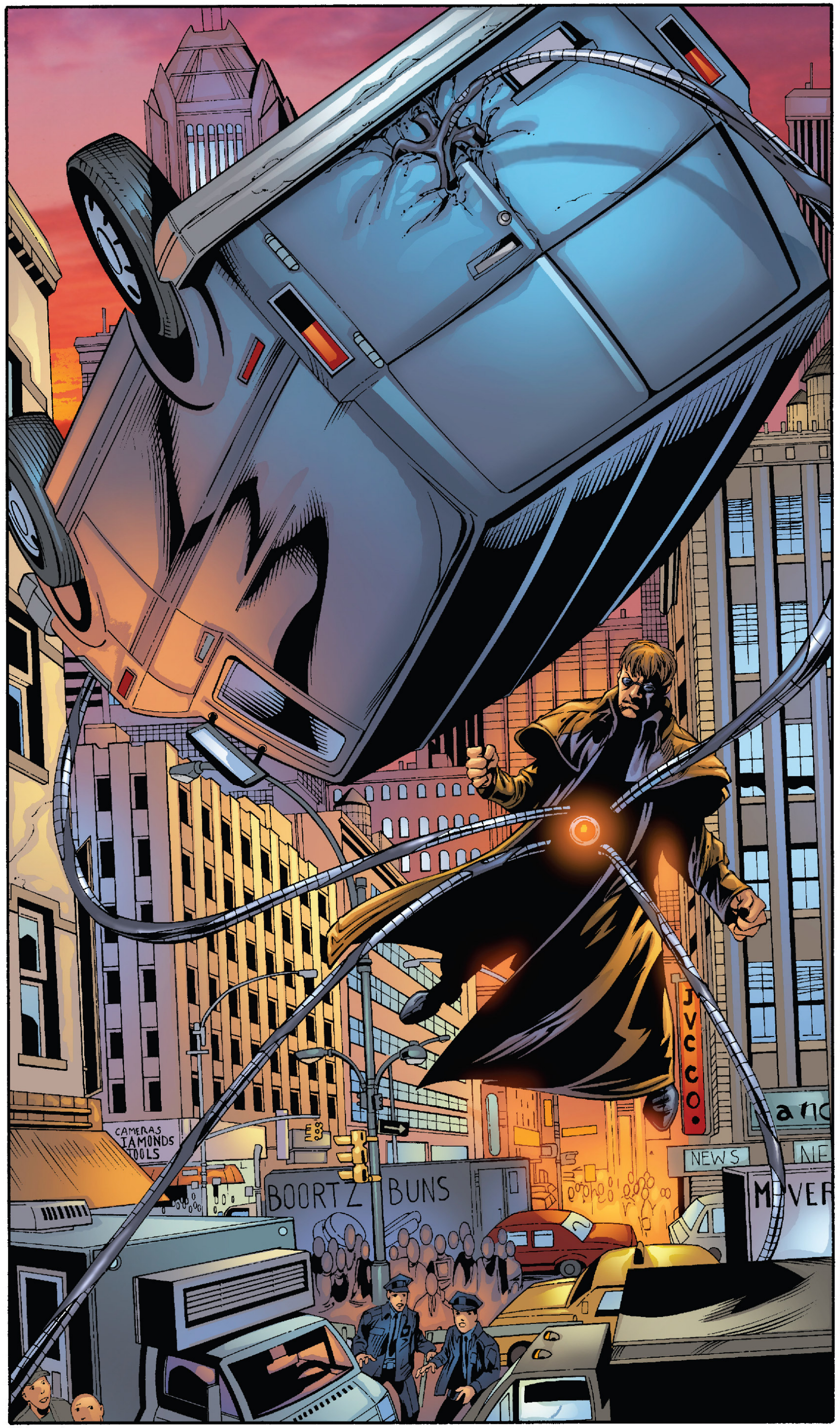

RING RING RING
Hello? Oh, uh, hi, Aunt May.
How's Florida? Yeah, I hear it's-- yeah.
No, everything is cool.
I just got home.
Peter's at work, I guess.
No, everything is cool and in one piece.
Uh, can I call you back or something?
I gotta go to the bathroom.
Okay? Okay.
(What is going on...?)

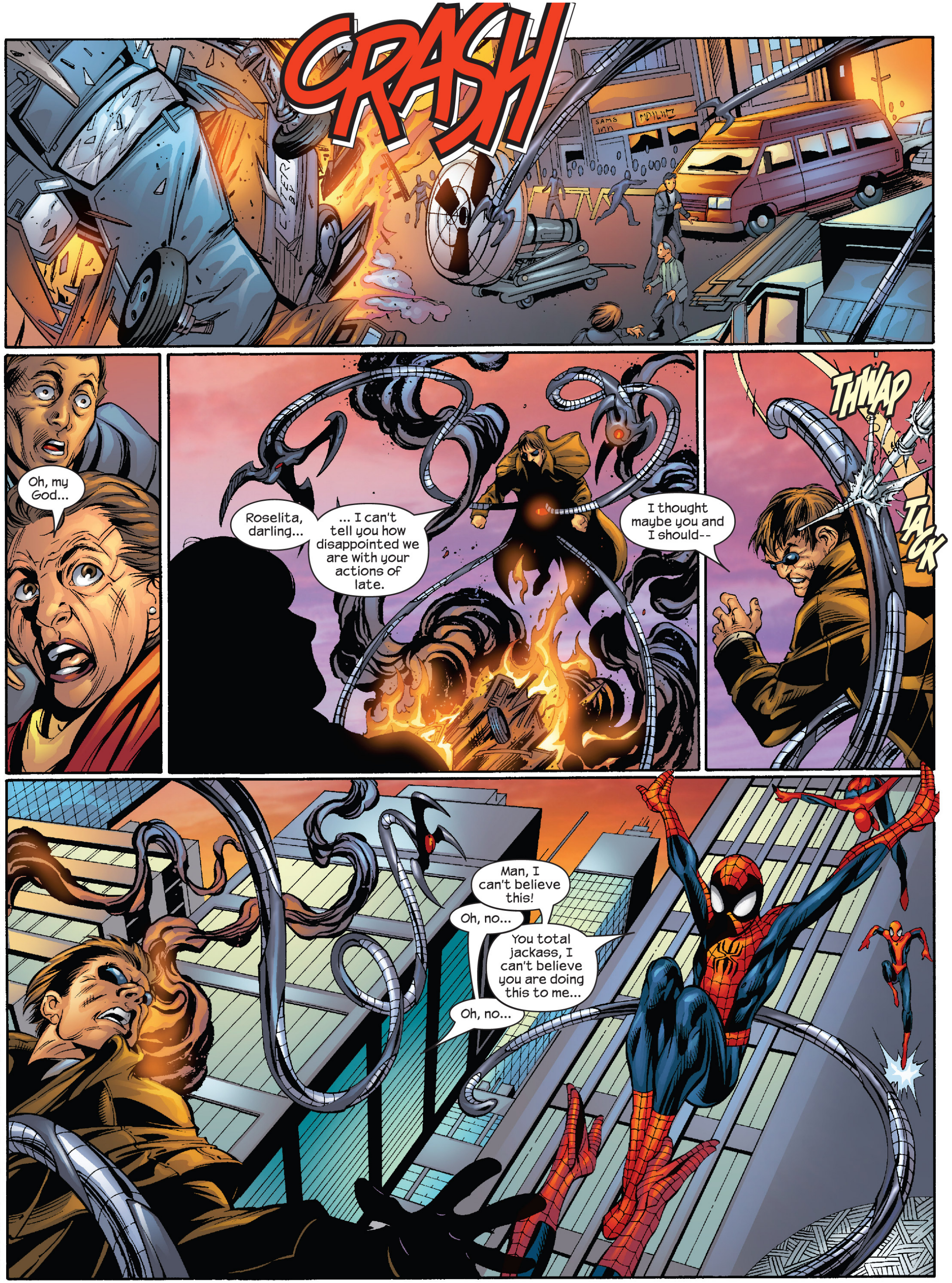

ALL OF YOU SHALL BOW BEFORE THE GENIUS OF THE ONE TRUE MYSTERIO!!
Look, up in the sky, it's Spider-Man!

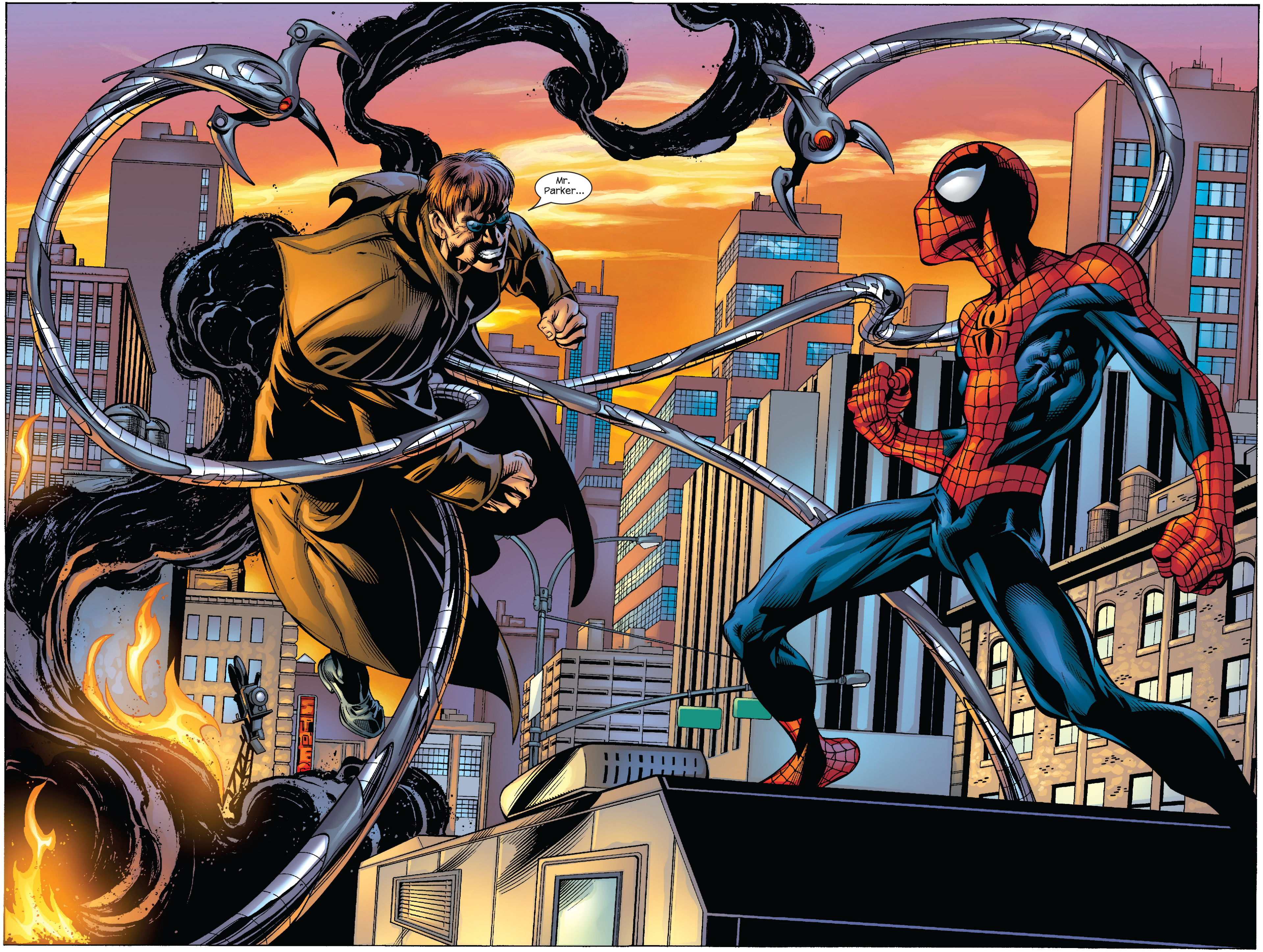

And cut!
Great job, Bruce!
Let's relight and get to setup 45.
Amazing.
Is he still there?
Yes, sir.
How long has he been there?
Like an hour.


Don't! Sam, don't look right at him.
Do we have a camera on him?
Avi, why are we whispering? He's a half-mile away.
He might have spider-hearing.
Spider-hearing?
Or something.
Are we filming him?
Yeah, right there by the--
Maybe we should leave him alone.
I offered him a deal.
But still.
He shouldn't come around here to the set then.
He's just sitting up there?
Guys guys guys! Avi, Sam--
I-have-some-news.
You can take it or leave it, but I have some real news.
Okay.
I have a friend who has a friend who works for a top-secret part of the government...
You lost me already.
Well, listen up anyway because he told me that this very morning...
Today...
This morning...
Otto Octavius--
The real one.
The real one, escaped from prison.

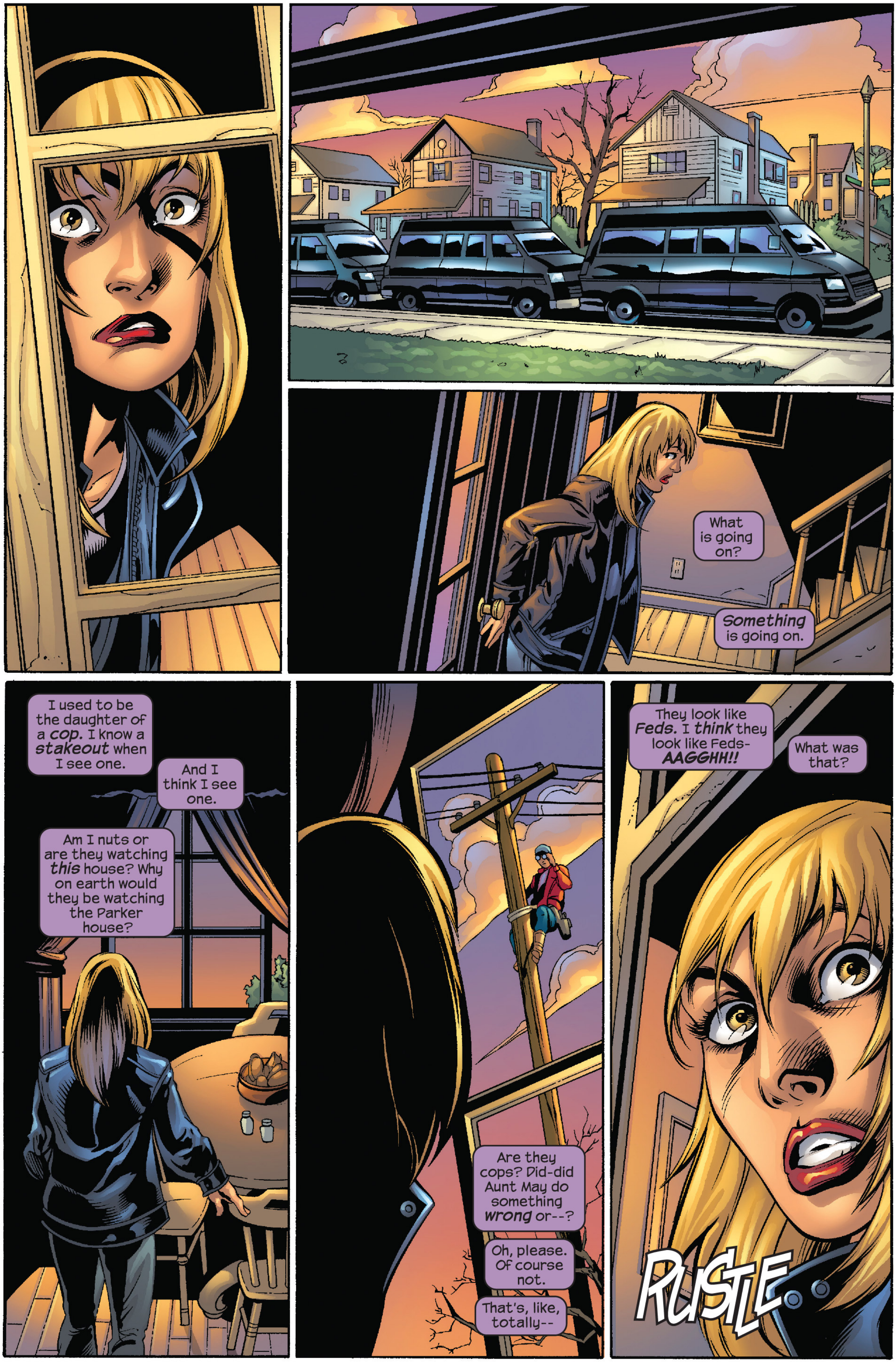

No way.
Guy says he killed a bunch of guards and prisoners and he is on the *loose.*
Why isn't this on the news?
The government is keeping it hush-hush.
It would be on the news.
It will be, eventually.
But they have this huge ***manhunt*** going on and want to keep it hush.
I heard they even got The Ultimates running around undercover looking to--
I hate to tell you- I think your friend was having a little fun with you.
Well, fine and all, but when it's on the six o'clock news in an hour--
I don't buy it.
How can they ***not*** find a man with four big, metal, octopus arms walking around New York City?
Well, be that as it may...
I wouldn't want to be standing anywhere near ***that*** Octavius woman until they ***find*** the guy.
You think he's coming ***here?***
Hey! I don't know ***what*** he is doing, but I hate my wife and I'm happily married.
If I was a crazy guy with metal arms and my ex-wife sold my rights to--
CRASH
AAAIIEEE!!

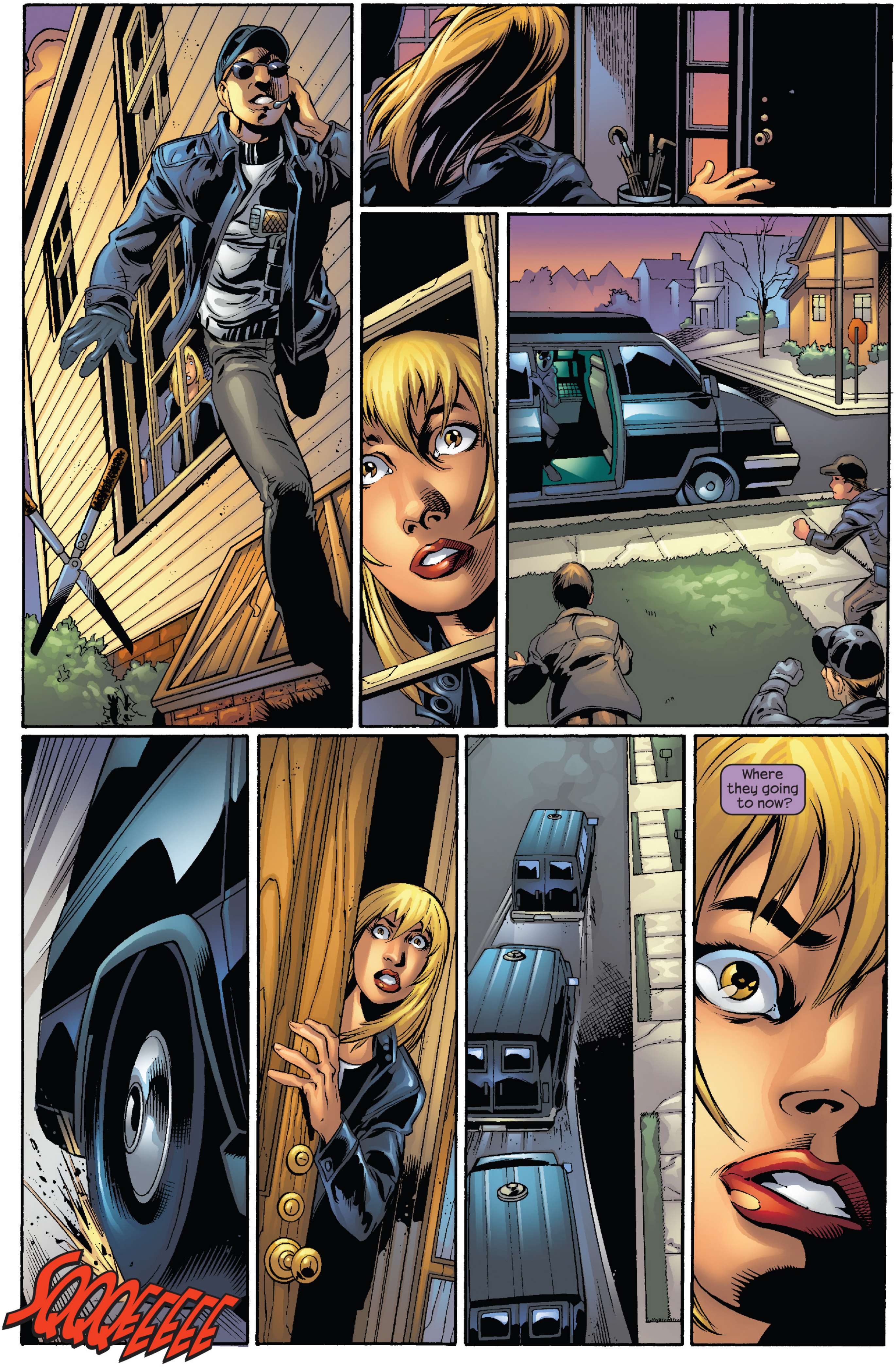

CAMERAS
DIAMONDS
TOOLS
BOORTZ
BUNS
JVCCO
NEWS
MOVER

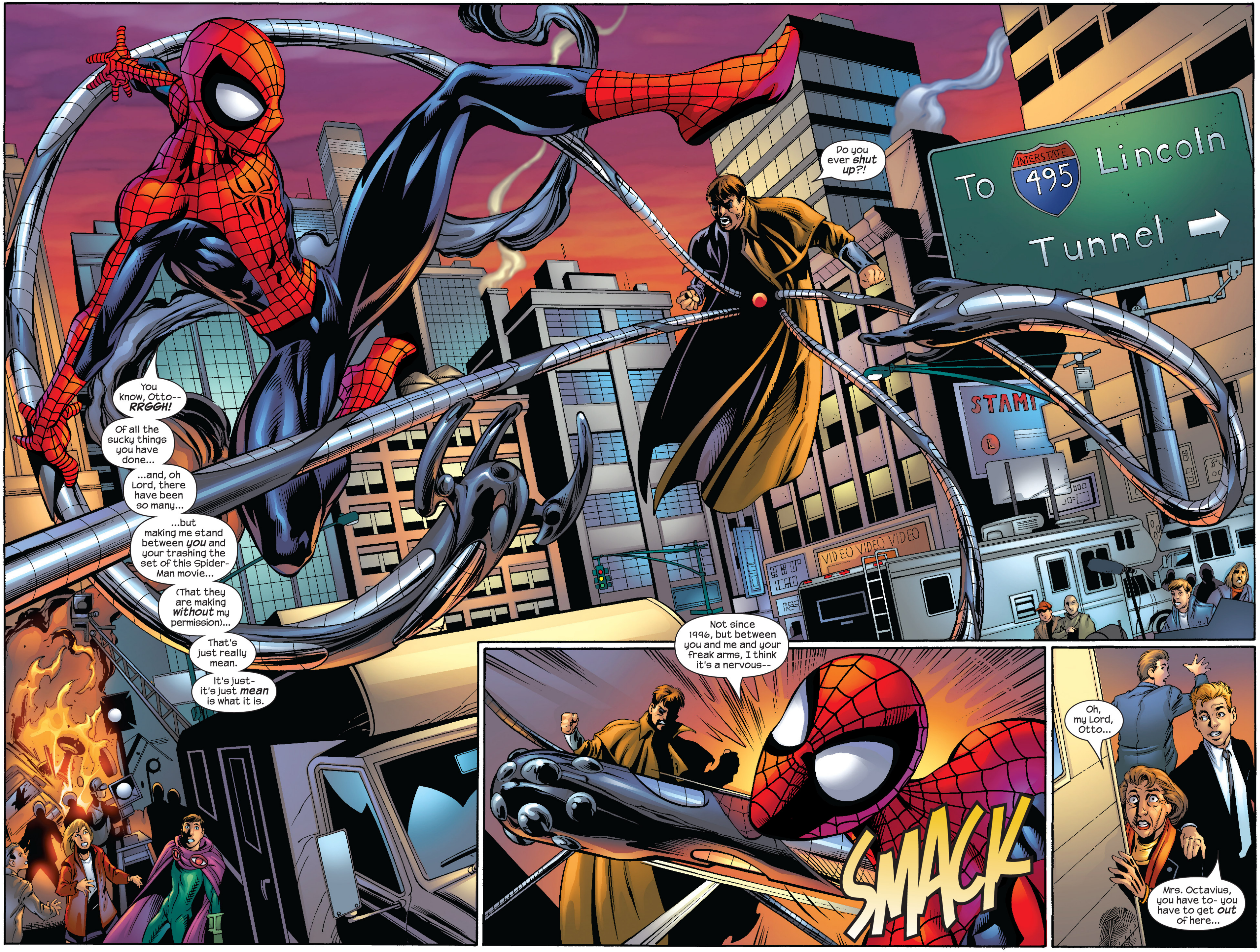

CRASH
Oh, my God...
Roselita, darling...
... I can't tell you how disappointed we are with your actions of late.
I thought maybe you and I should--
THWAP
TACK
Man, I can't believe this!
Oh, no...
You total jackass, I can't believe you are doing this to me...
Oh, no...

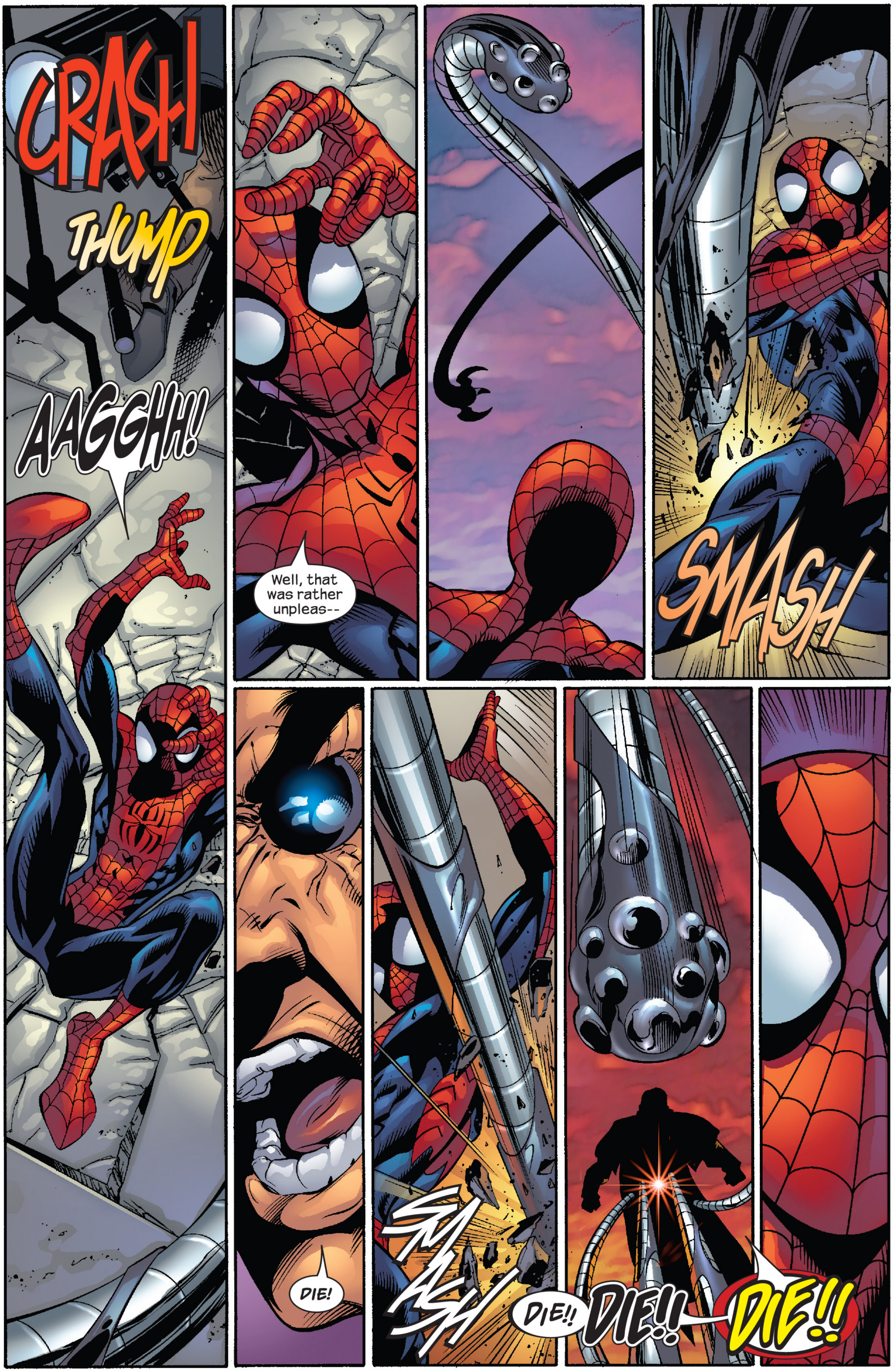

Mr. Parker...

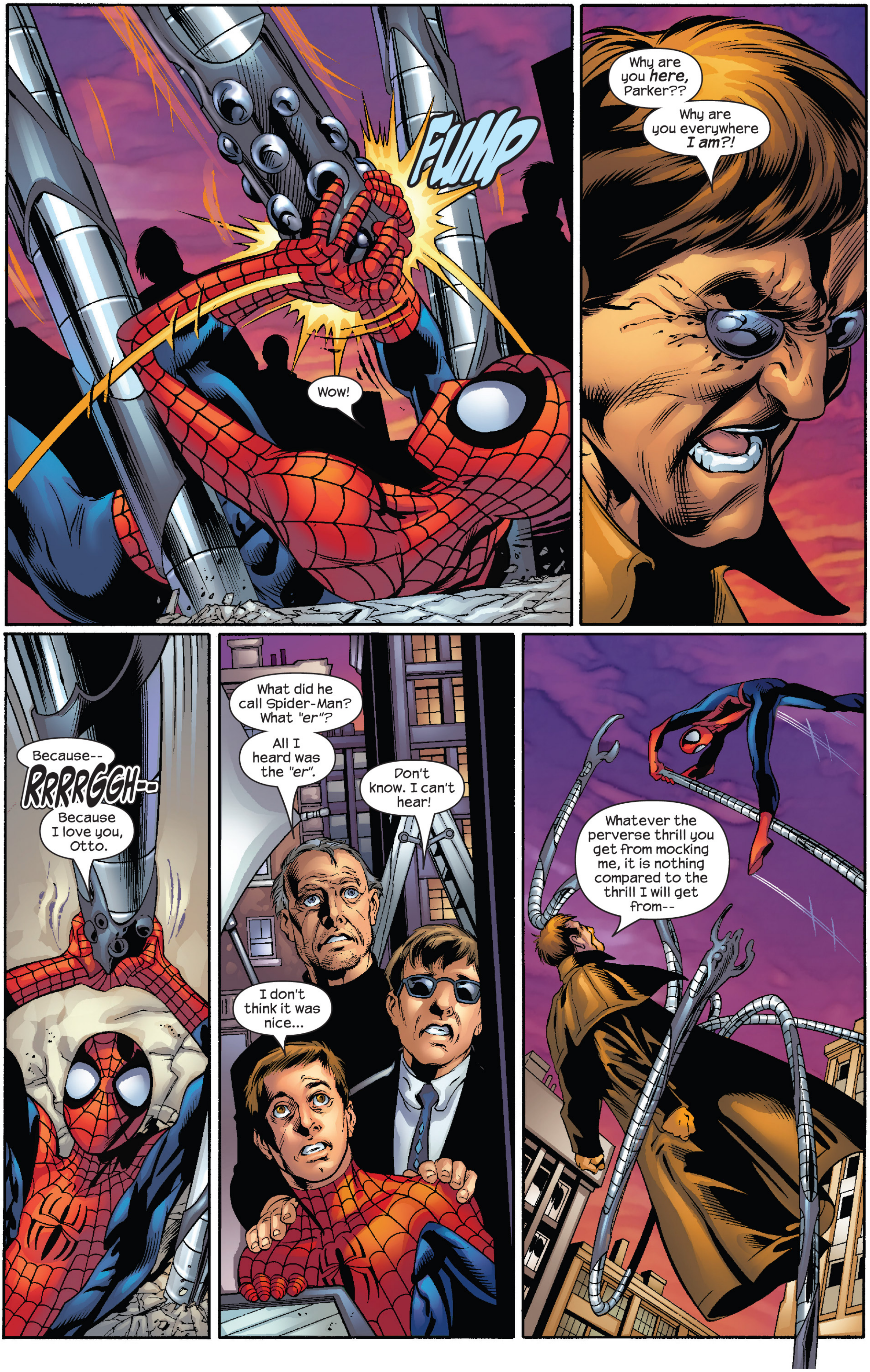
56

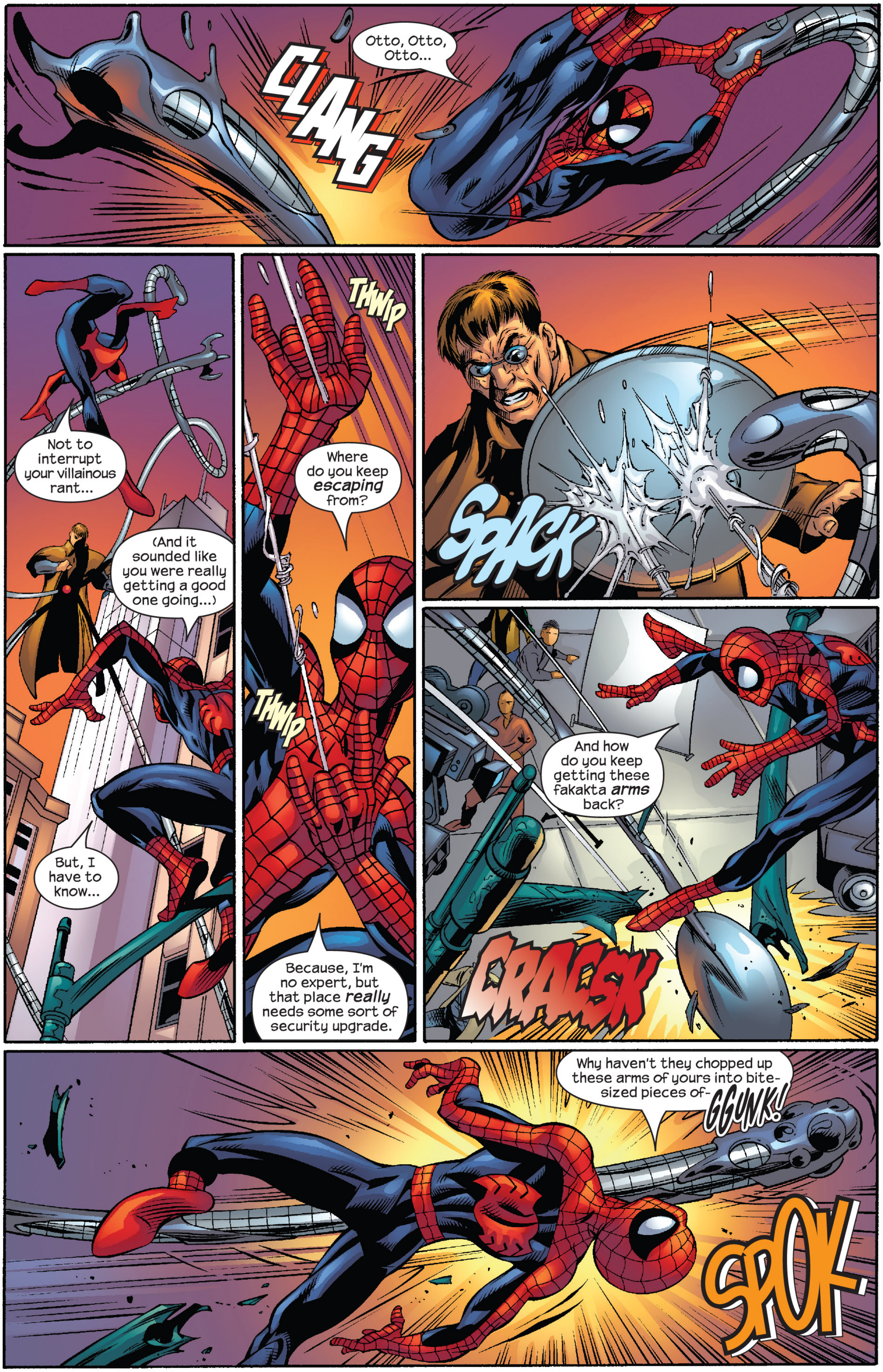

What is going on?
Something is going on.
I used to be the daughter of a cop. I know a stakeout when I see one.
And I think I see one.
Am I nuts or are they watching this house? Why on earth would they be watching the Parker house?
Are they cops? Did-did Aunt May do something wrong or--?
Oh, please. Of course not.
That's, like, totally--
They look like Feds. I think they look like Feds- AAGGHH!!
What was that?
RUSTLE

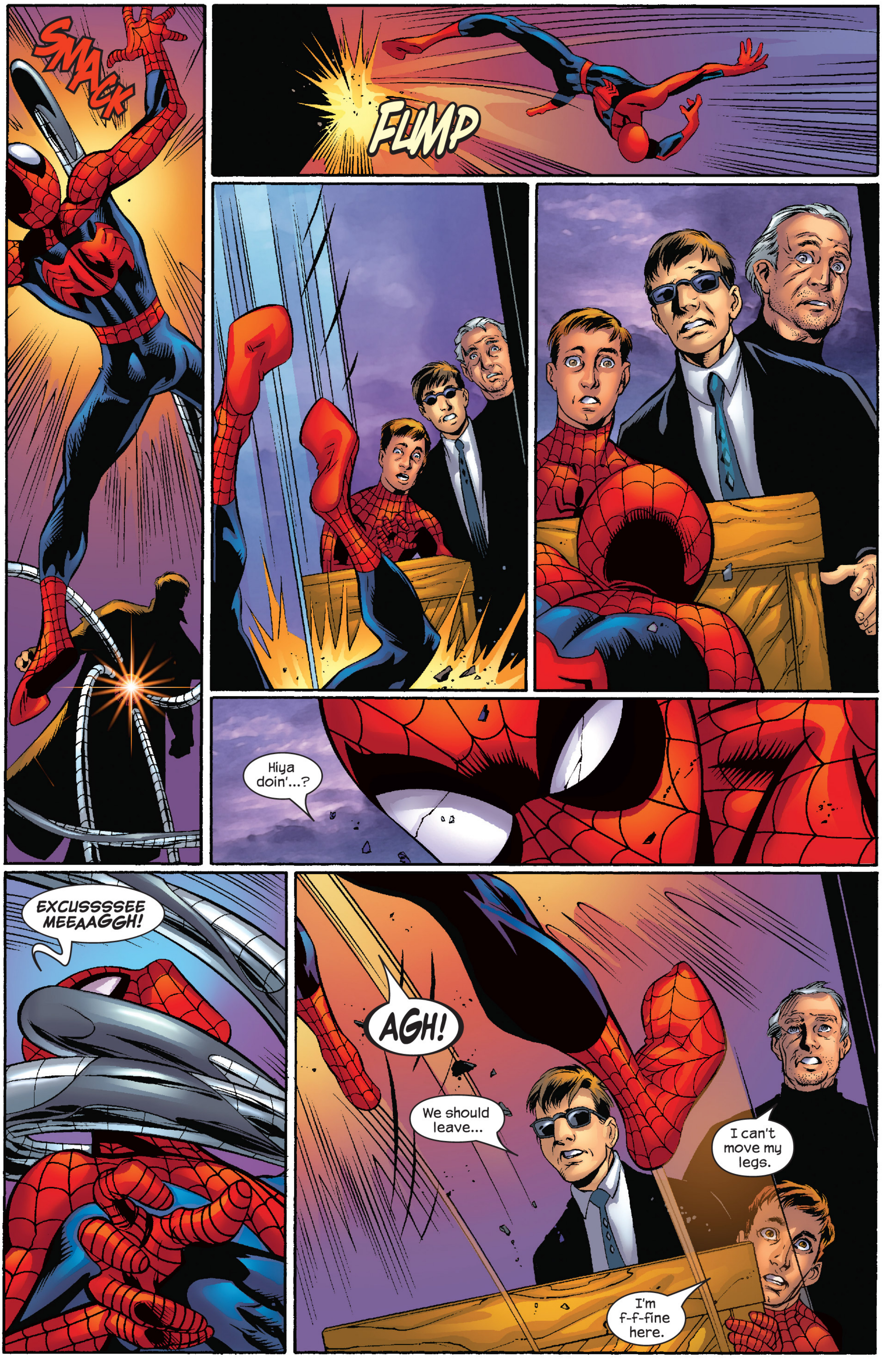

Where they going to now?
SQQQEEEEE

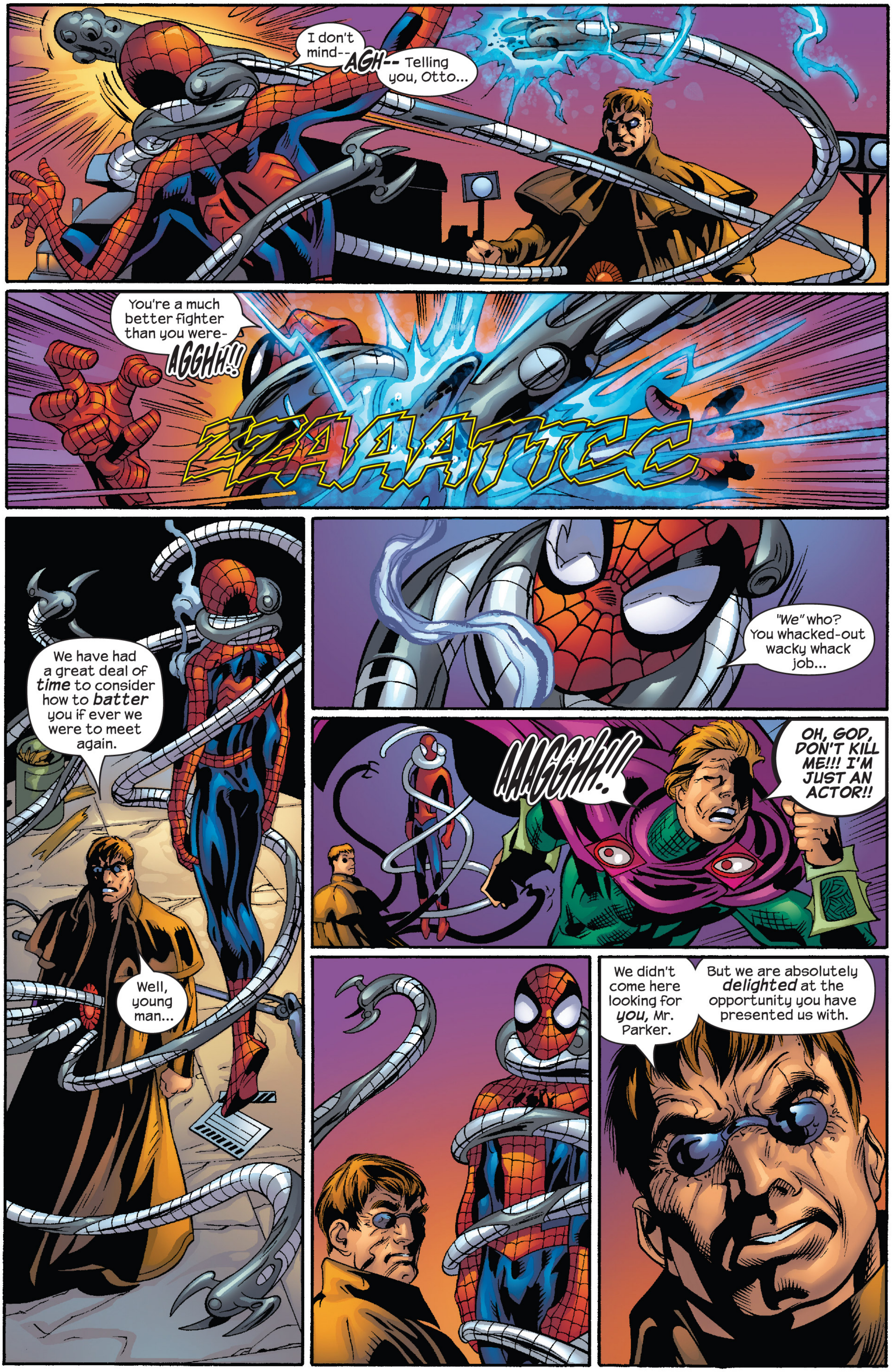

You know, Otto-- RRGGH!
Of all the sucky things you have done...
...and, oh Lord, there have been so many...
...but making me stand between you and your trashing the set of this Spider-Man movie...
(That they are making without my permission)...
That's just really mean.
It's just-- it's just mean is what it is.
Do you ever shut up?!
To INTERSTATE 495 Lincoln Tunnel
STAMI
L
VIDEO VIDEO VIDEO
Not since 1996, but between you and me and your freak arms, I think it's a nervous--
SMACK
Oh, my Lord, Otto...
Mrs. Octavius, you have to- you have to get out of here...

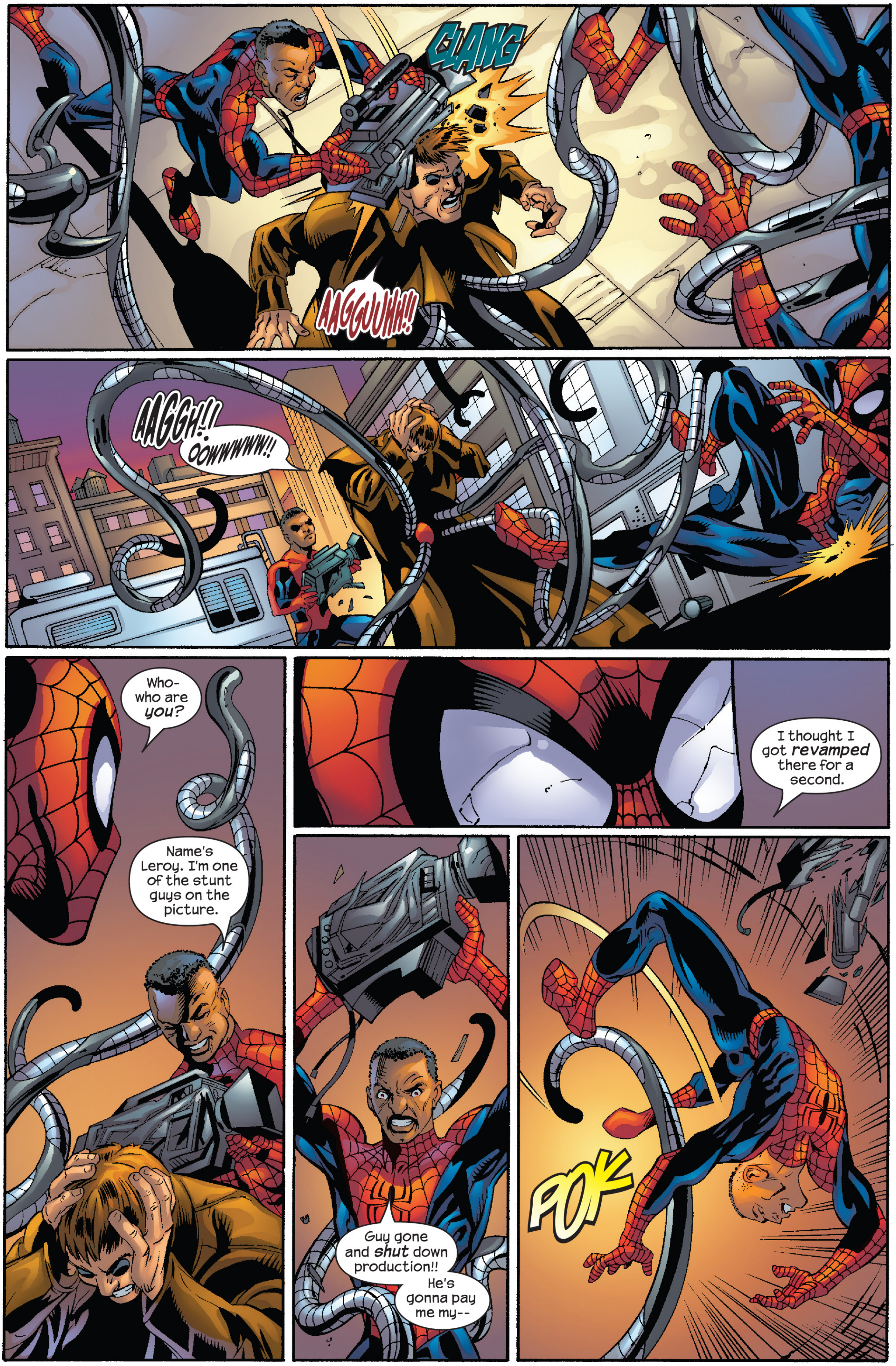

CRASH
THUMP
AAGGHH!
Well, that was rather unpleas--
SMASH
DIE!
SMASH
DIE!!
DIE!!
DIE!!

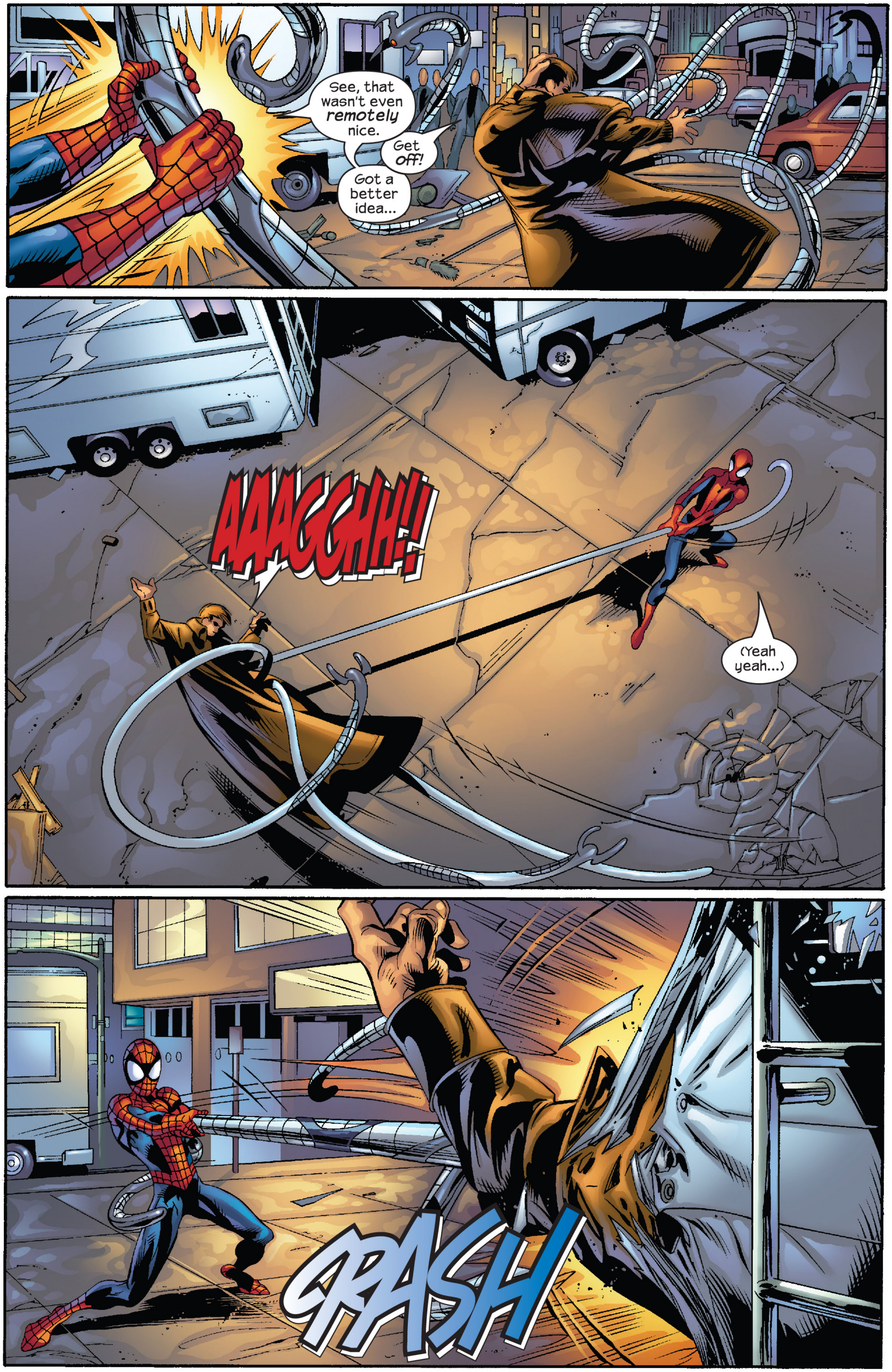

FUMP
Wow!
Why are you here, Parker??
Why are you everywhere I am?!
Because--
RRRRGGH--
Because I love you, Otto.
What did he call Spider-Man? What "er"?
All I heard was the "er".
Don't know. I can't hear!
I don't think it was nice...
Whatever the perverse thrill you get from mocking me, it is nothing compared to the thrill I will get from--

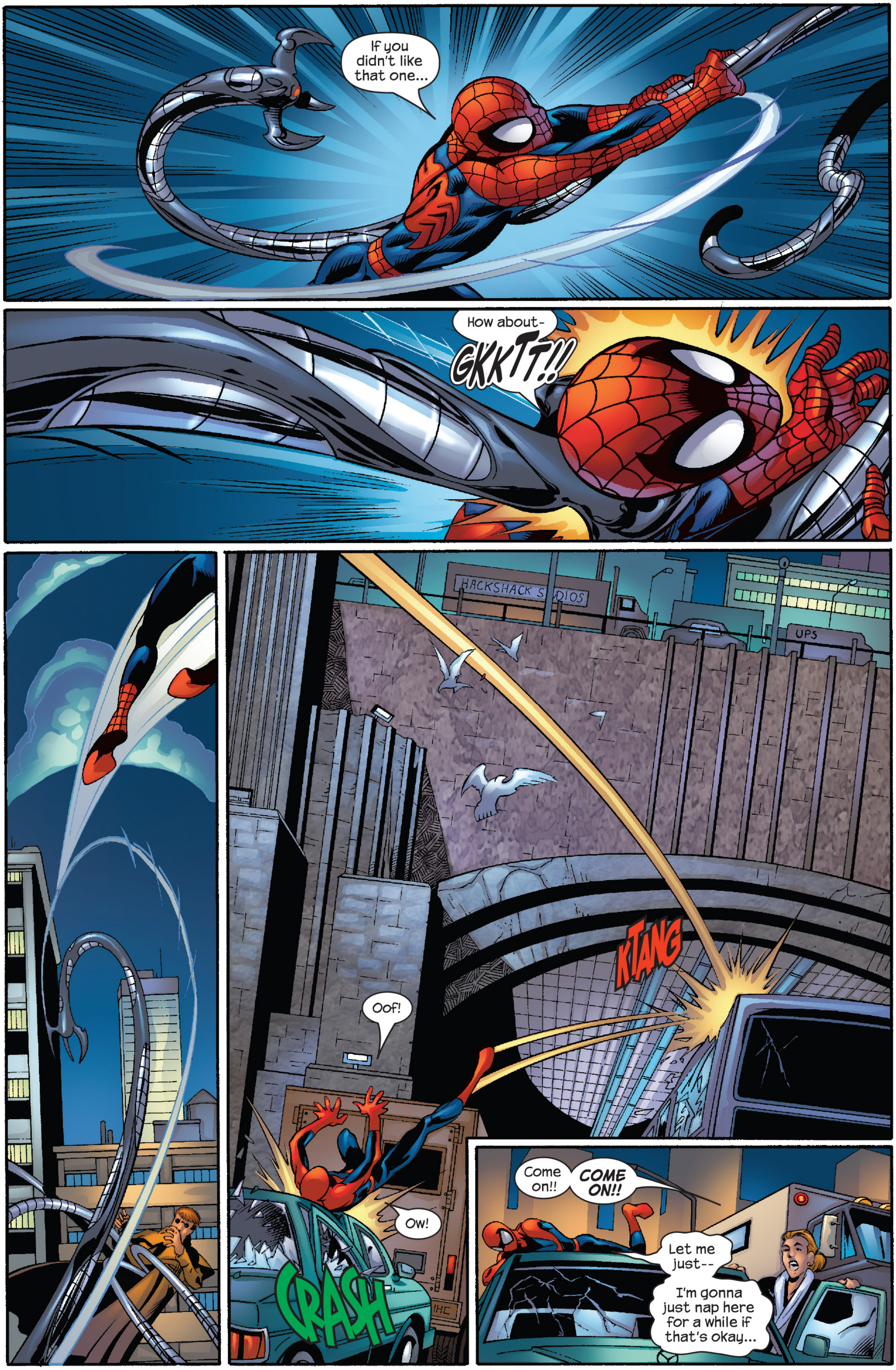

CLANG
Otto, Otto, Otto...
Not to interrupt your villainous rant...
(And it sounded like you were really getting a good one going...)
But, I have to know...
THWIP
Where do you keep *escaping* from?
THWIP
Because, I'm no expert, but that place *really* needs some sort of security upgrade.
SPACK
And how do you keep getting these fakakta *arms* back?
CRACSK
Why haven't they chopped up these arms of yours into bite-sized pieces of-GGUNK!
SPOK

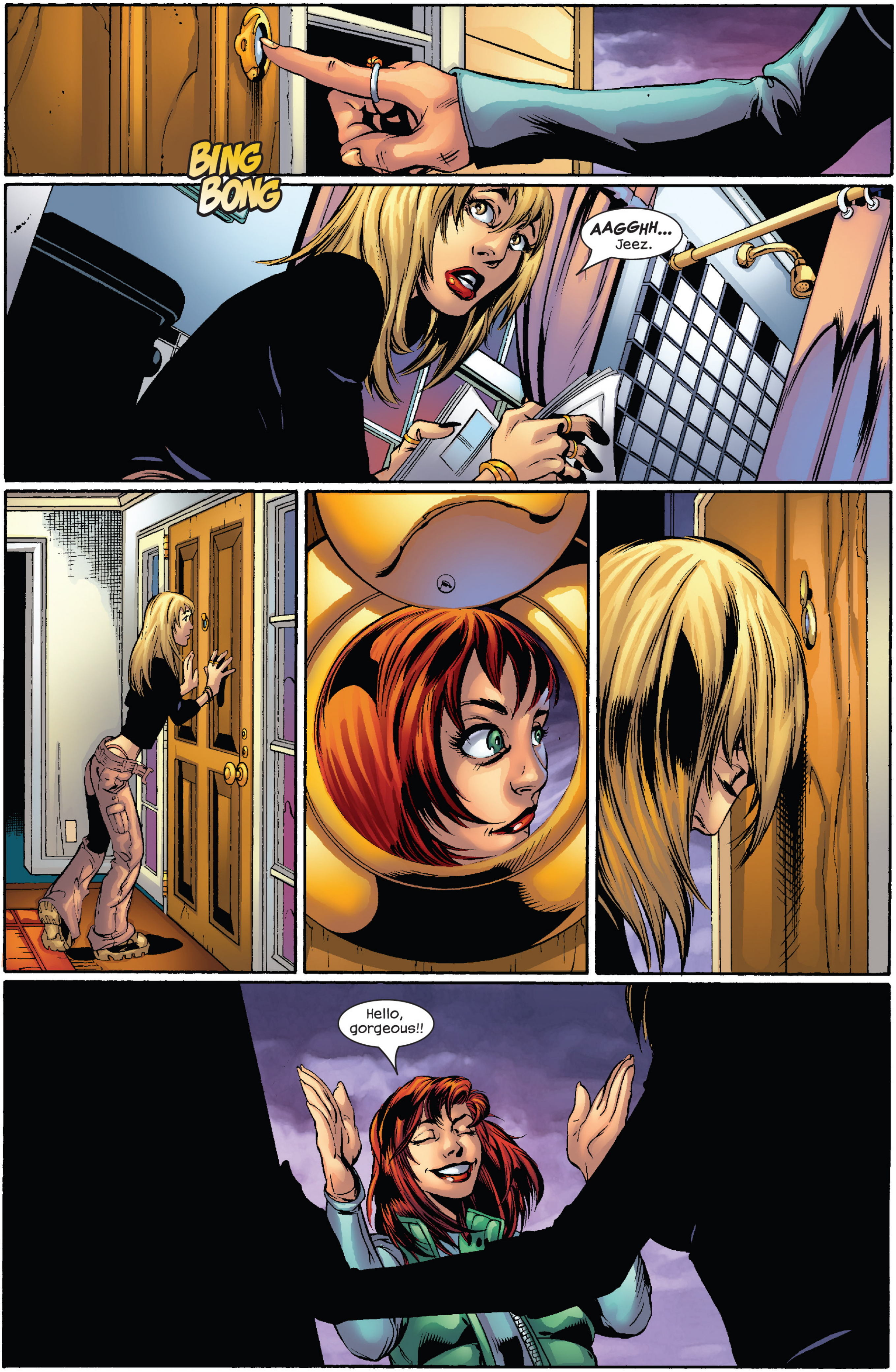

SMACK
FLUMP
Hiya doin'...?
EXCUSSSSSEE MEEAAGGH!
AGH!
We should leave...
I can't move my legs.
I'm f-f-fine here.

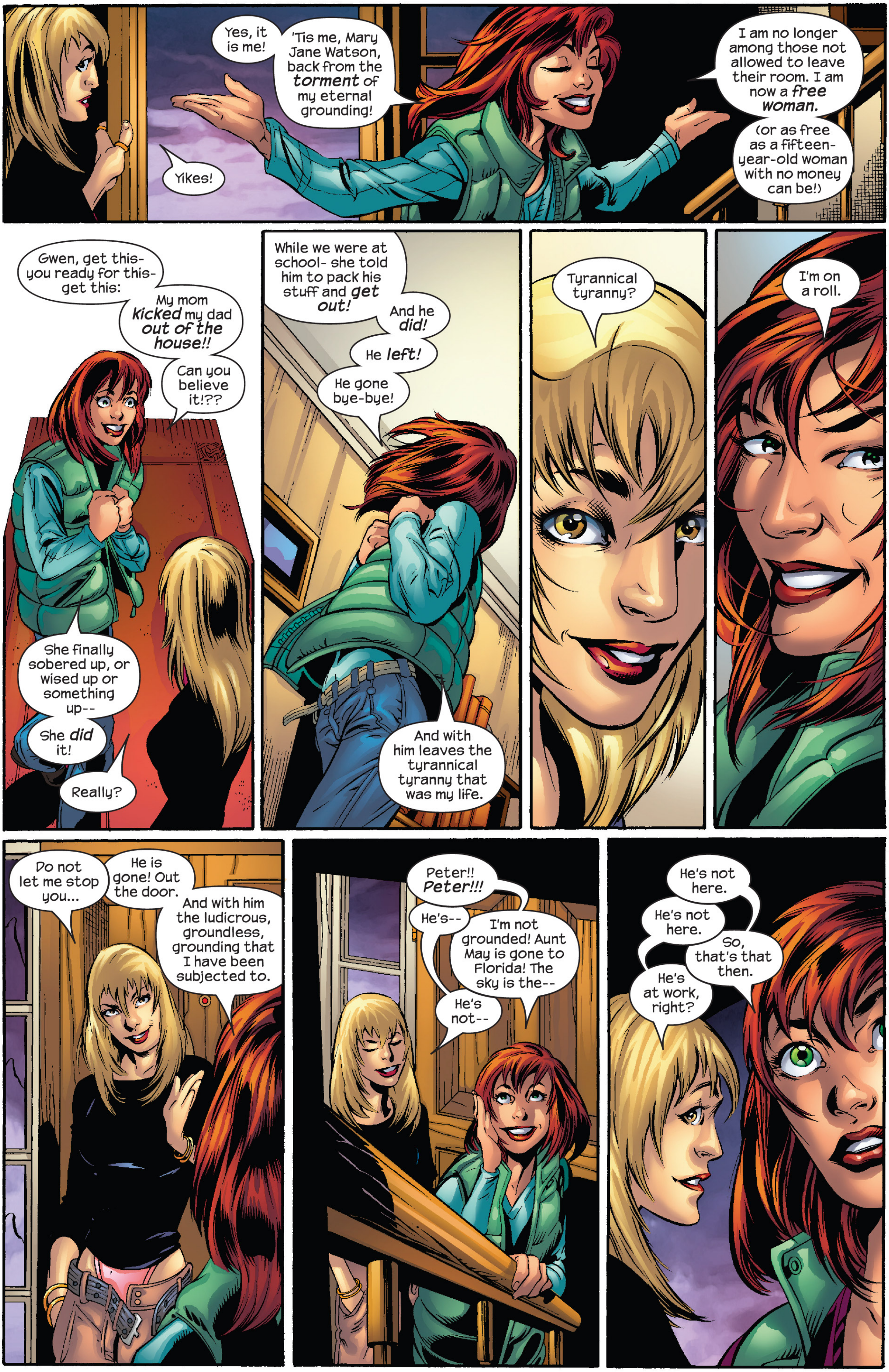

I don't mind-- AGH-- Telling you, Otto...
You're a much better fighter than you were- AGGHH!!
ZZAAATTCC
We have had a great deal of time to consider how to batter you if ever we were to meet again.
Well, young man...
"We" who? You whacked-out wacky whack job...
AAAGGHH!!
OH, GOD, DON'T KILL ME!!! I'M JUST AN ACTOR!!
We didn't come here looking for you, Mr. Parker.
But we are absolutely delighted at the opportunity you have presented us with.

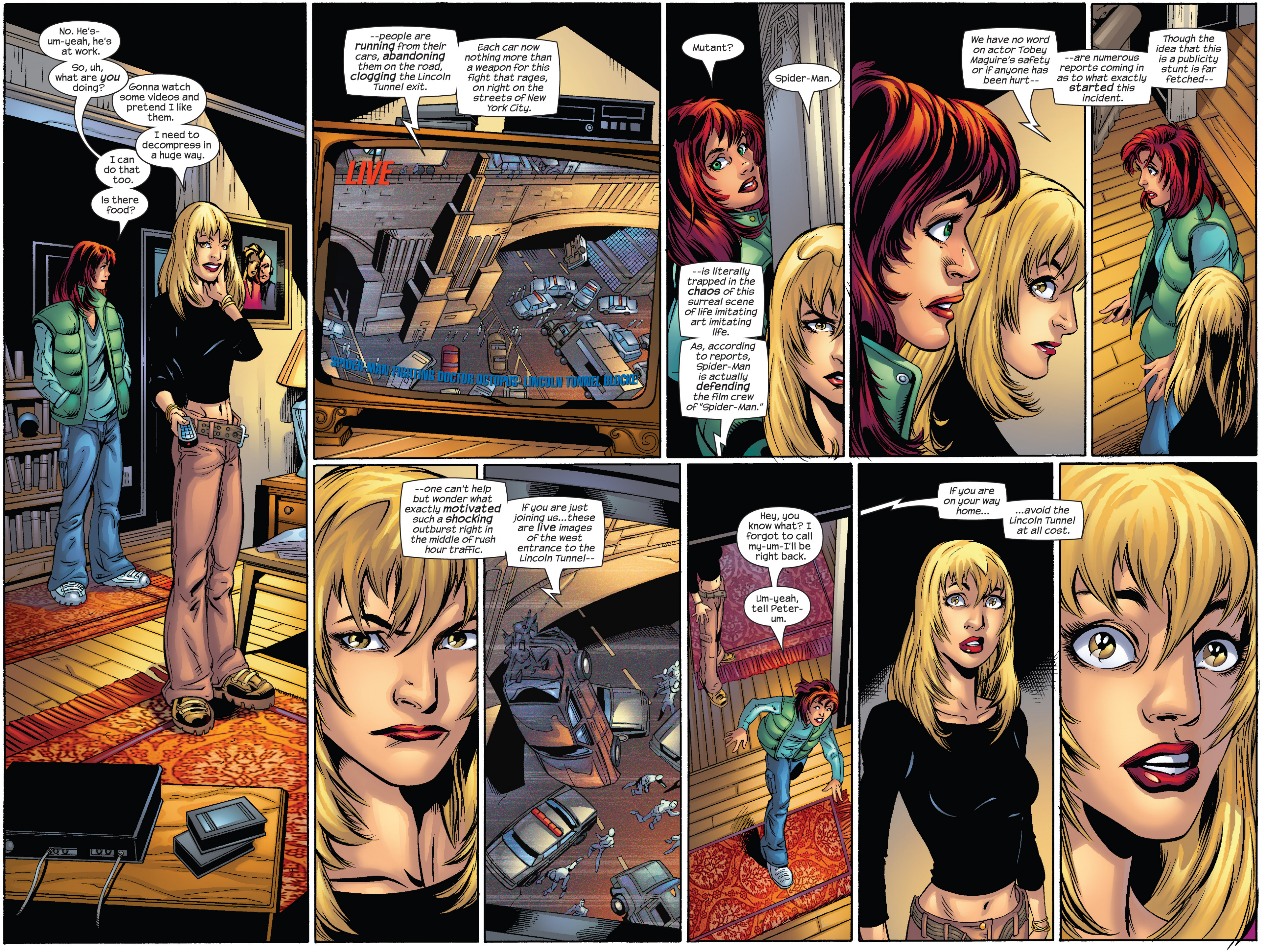

CLANG
AAGGUUHH!!
AAGGH!!
OOWWWWW!!
Who- who are *you?*
Name's Leroy. I'm one of the stunt guys on the picture.
I thought I got *revamped* there for a second.
Guy gone and *shut* down production!!
He's gonna pay me my--
POK

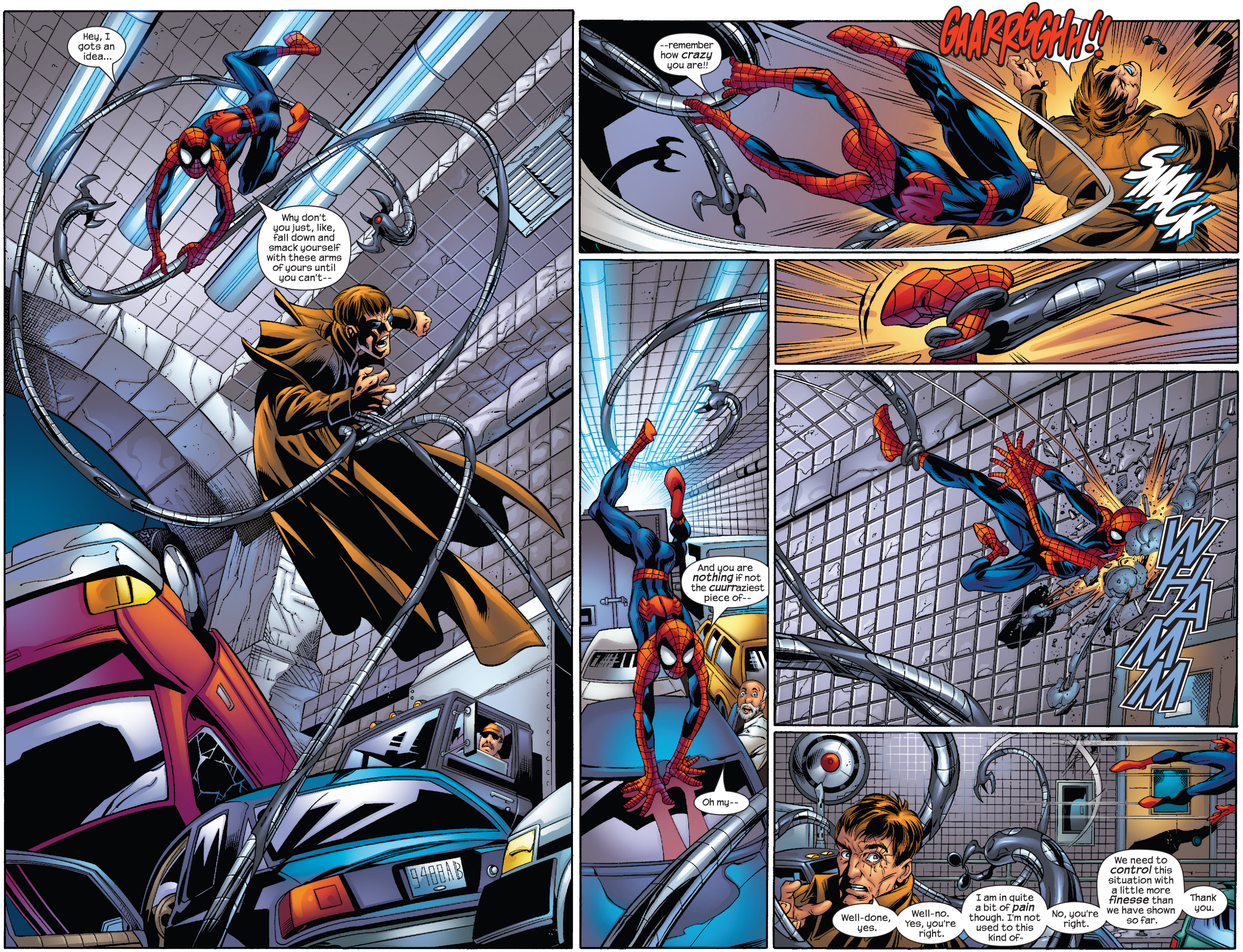

See, that wasn't even *remotely* nice.
Get off!
Got a better idea...
AAAGGHH!!
(Yeah yeah...)
CRASH

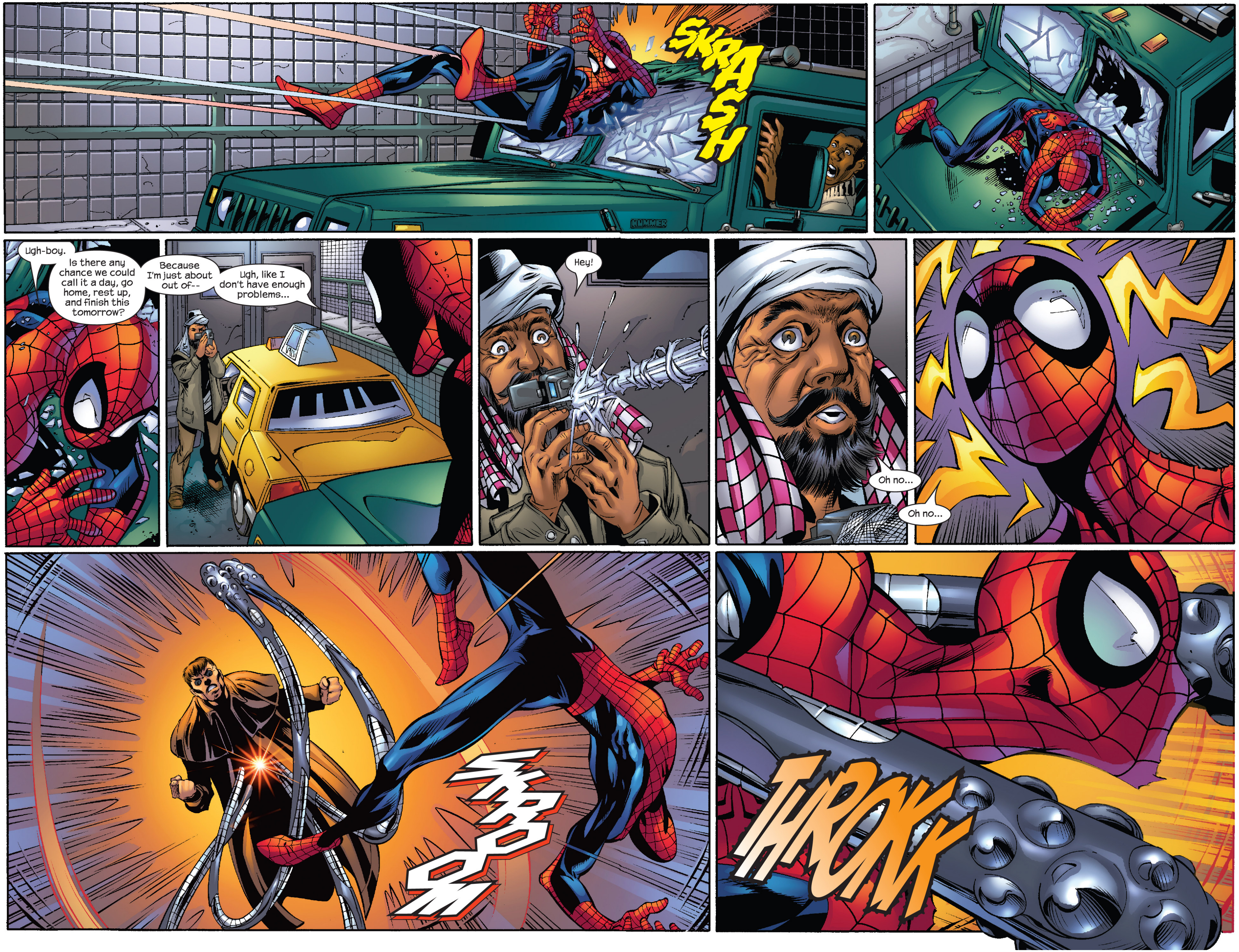

If you didn't like that one...
How about-
GKKTT!!
HACKSHACK S DIOS
UPS
KTANG
Oof!
Ow!
CRASH
Come on!!
COME ON!!
Let me just--
I'm gonna just nap here for a while if that's okay...

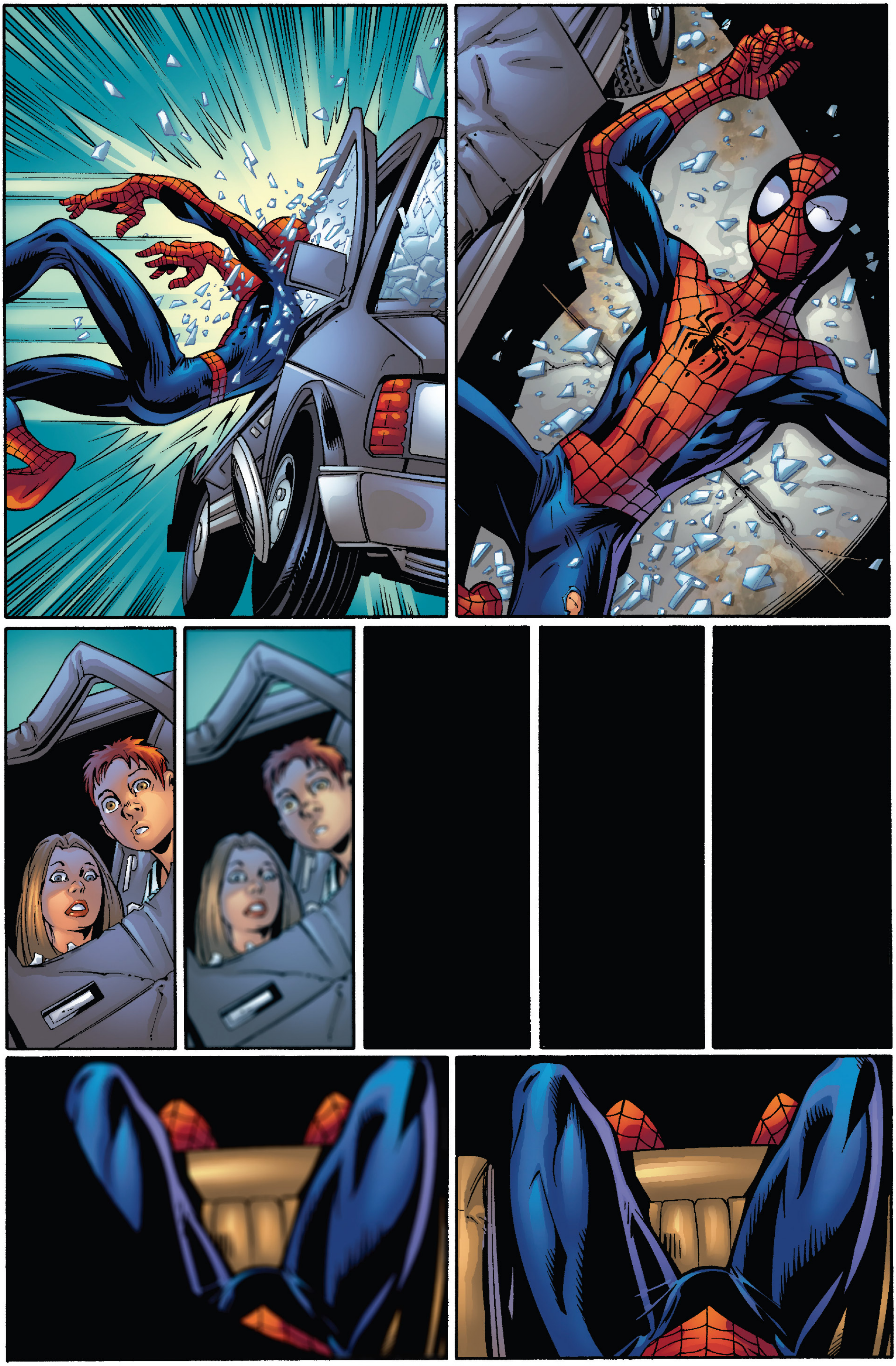

BING BONG
AAGGHH... Jeez.
Hello, gorgeous!!

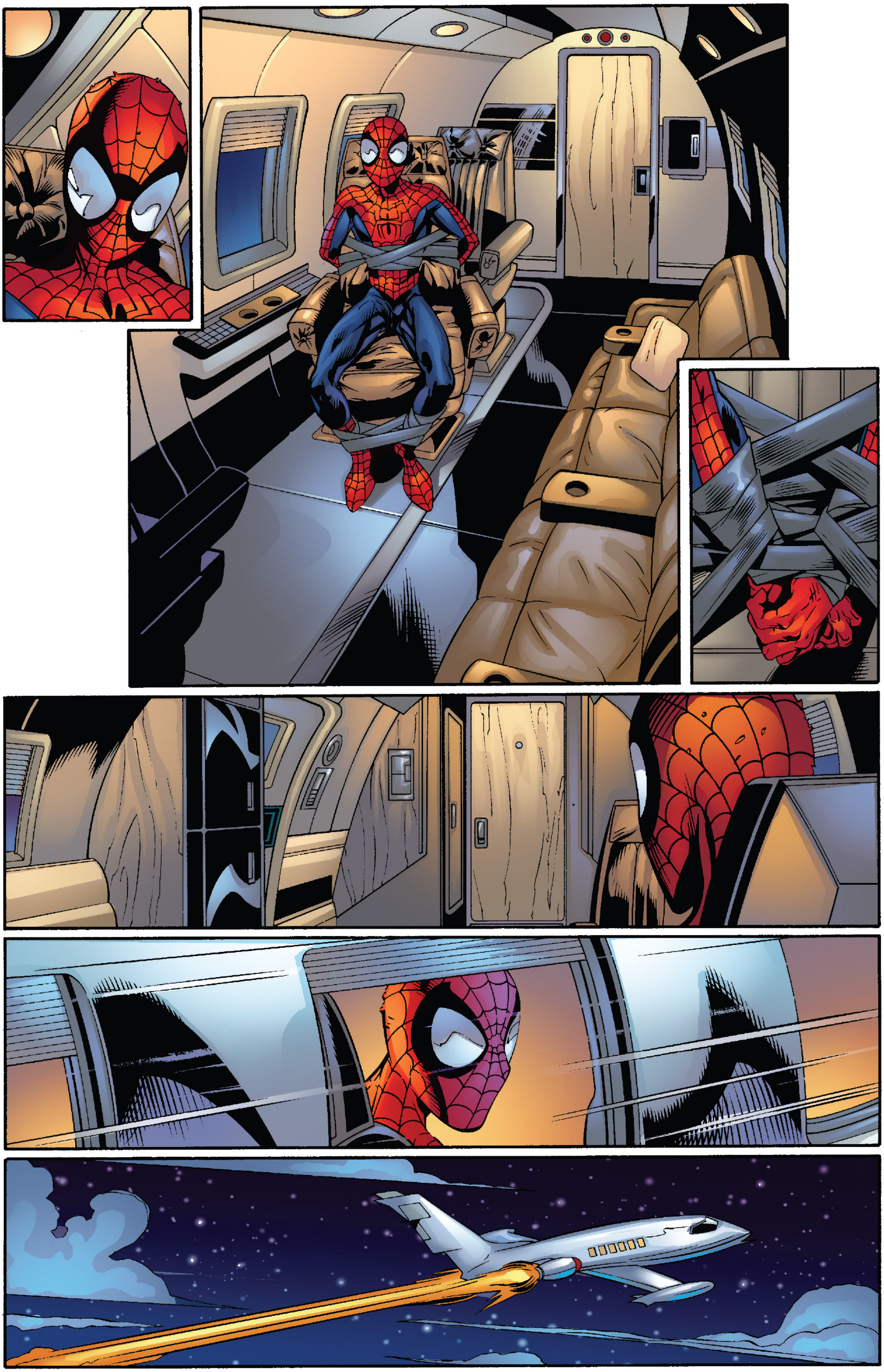

Yes, it is me!
'Tis me, Mary Jane Watson, back from the *torment* of my eternal grounding!
Yikes!
I am no longer among those not allowed to leave their room. I am now a *free woman.*
(or as free as a fifteen-year-old woman with no money can be!)
Gwen, get this- you ready for this- get this:
My mom *kicked* my dad *out of the house!!*
Can you believe it!??
She finally sobered up, or wised up or something up--
She *did* it!
Really?
While we were at school- she told him to pack his stuff and *get out!*
And he *did!*
He *left!*
He gone bye-bye!
And with him leaves the tyrannical tyranny that was my life.
Tyrannical tyranny?
I'm on a roll.
Do not let me stop you...
He is gone! Out the door.
And with him the ludicrous, groundless, grounding that I have been subjected to.
Peter!! *Peter!!!*
He's--
I'm not grounded! Aunt May is gone to Florida! The sky is the--
He's not--
He's not here.
He's not here.
So, that's that then.
He's at work, right?

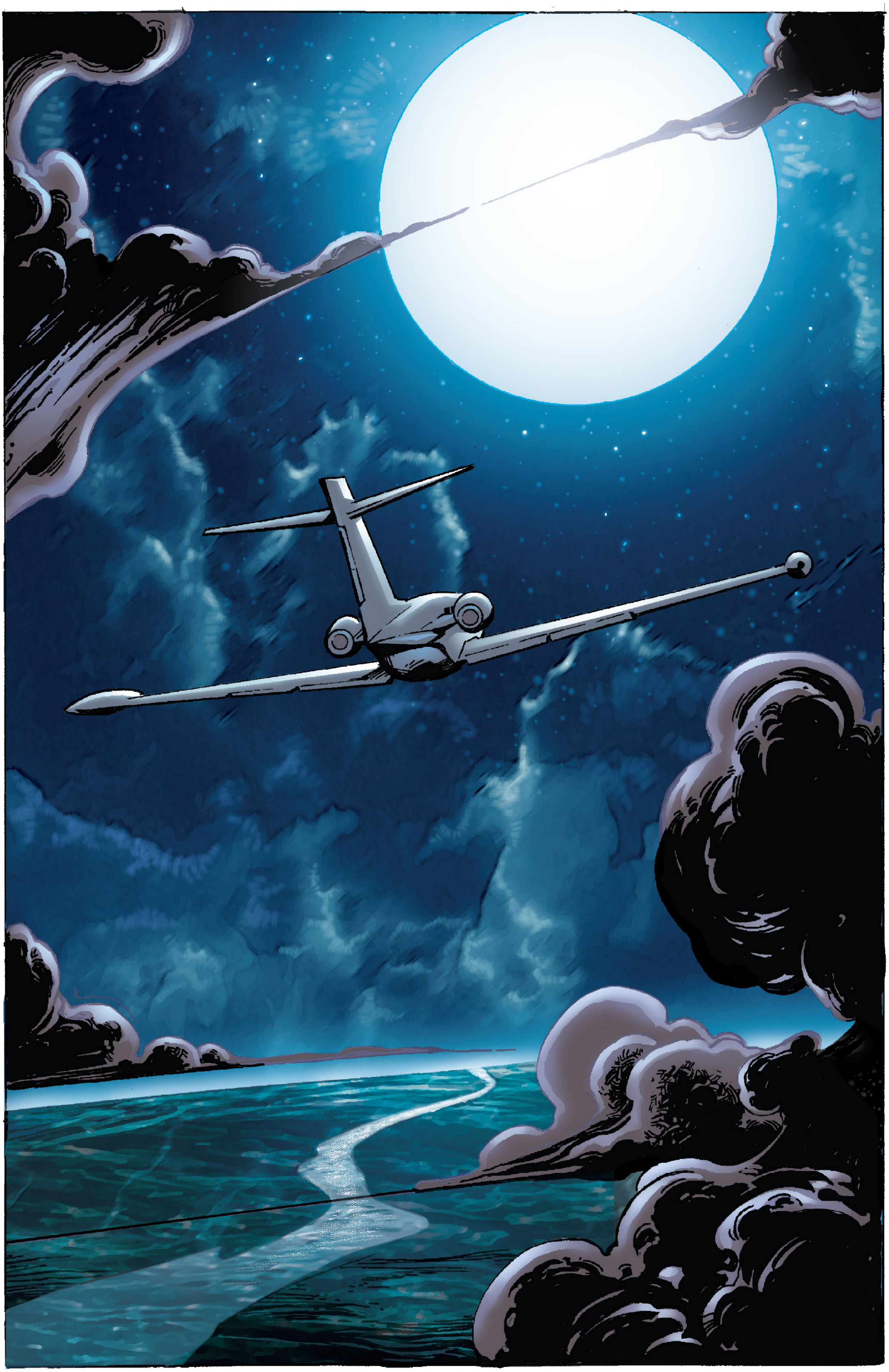

No. He's- um-yeah, he's at work.
So, uh, what are **you** doing?
Gonna watch some videos and pretend I like them.
I need to decompress in a huge way.
I can do that too.
Is there food?
--people are **running** from their cars, **abandoning** them on the road, **clogging** the Lincoln Tunnel exit.
Each car now nothing more than a weapon for this fight that rages, on right on the streets of New York City.
LIVE
SPIDER-MAN FIGHTING DOCTOR OCTOPUS. LINCOLN TUNNEL BLOCKE
Mutant?
Spider-Man.
--is literally trapped in the **chaos** of this surreal scene of life imitating art imitating life.
As, according to reports, Spider-Man is actually **defending** the film crew of "Spider-Man."
We have no word on actor Tobey Maguire's safety or if anyone has been hurt--
--are numerous reports coming in as to what exactly **started** this incident.
Though the idea that this is a publicity stunt is far fetched--
--one can't help but wonder what exactly **motivated** such a **shocking** outburst right in the middle of rush hour traffic.
If you are just joining us...these are **live** images of the west entrance to the Lincoln Tunnel--
Hey, you know what? I forgot to call my-um-I'll be right back.
Um-yeah, tell Peter- um.
If you are on your way home...
...avoid the Lincoln Tunnel at all cost.


Hey, I gots an idea...
Why don't you just, like, fall down and smack yourself with these arms of yours until you can't--
--remember how *crazy* you are!!
GAARRGGHH!!
SMACK
And you are *nothing* if not the *cuurraziest* piece of--
Oh my--
WHAMM
Well-done, yes.
Well-no. Yes, you're right.
I am in quite a bit of *pain* though. I'm not used to this kind of-
No, you're right.
We need to *control* this situation with a little more *finesse* than we have shown so far.
Thank you.

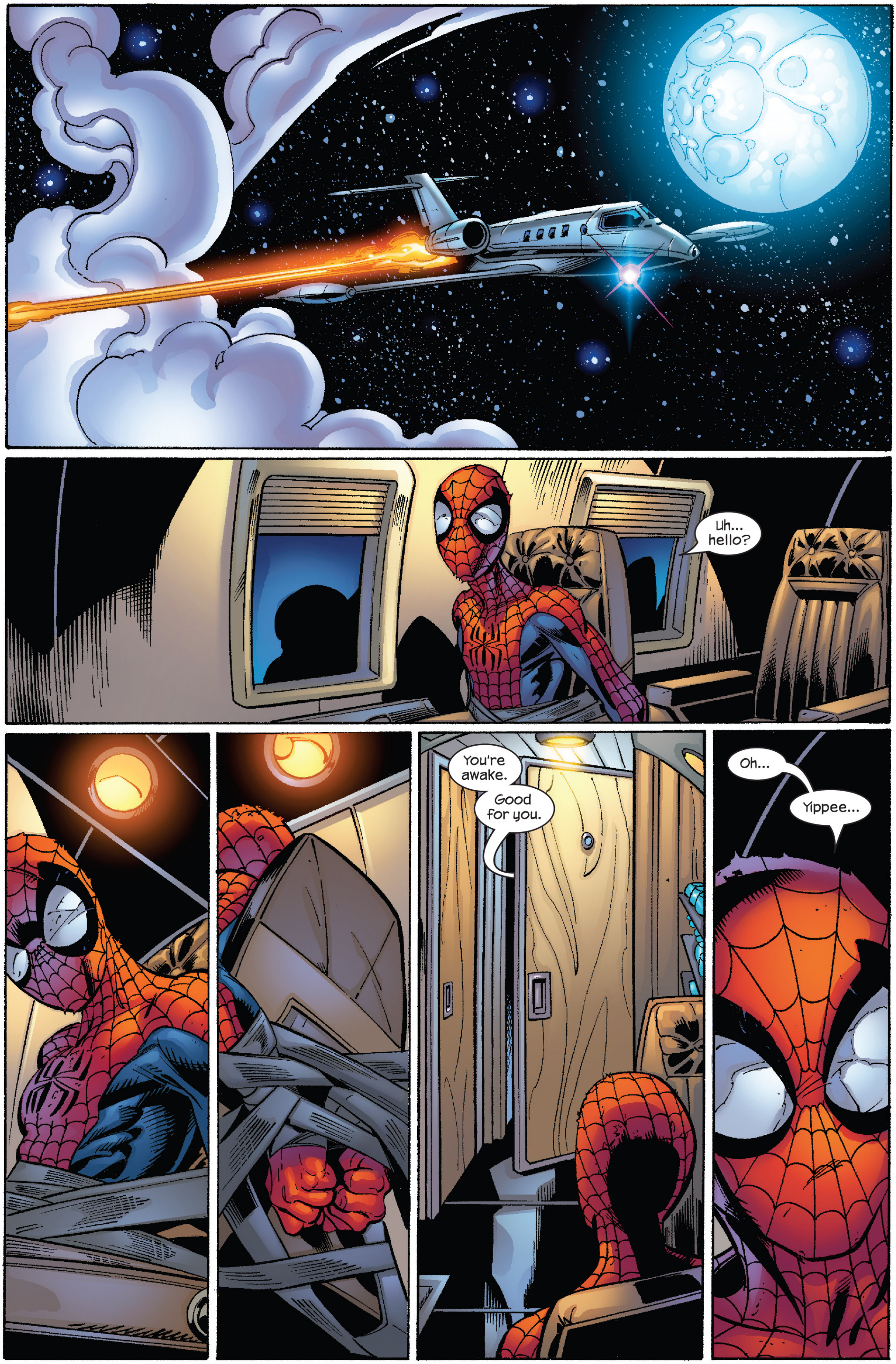

SKRASH
HUMMER
Ugh-boy.
Is there any chance we could call it a day, go home, rest up, and finish this tomorrow?
Because I'm just about out of--
Ugh, like I don't have enough problems...
Hey!
Oh no...
Oh no...
THRONK

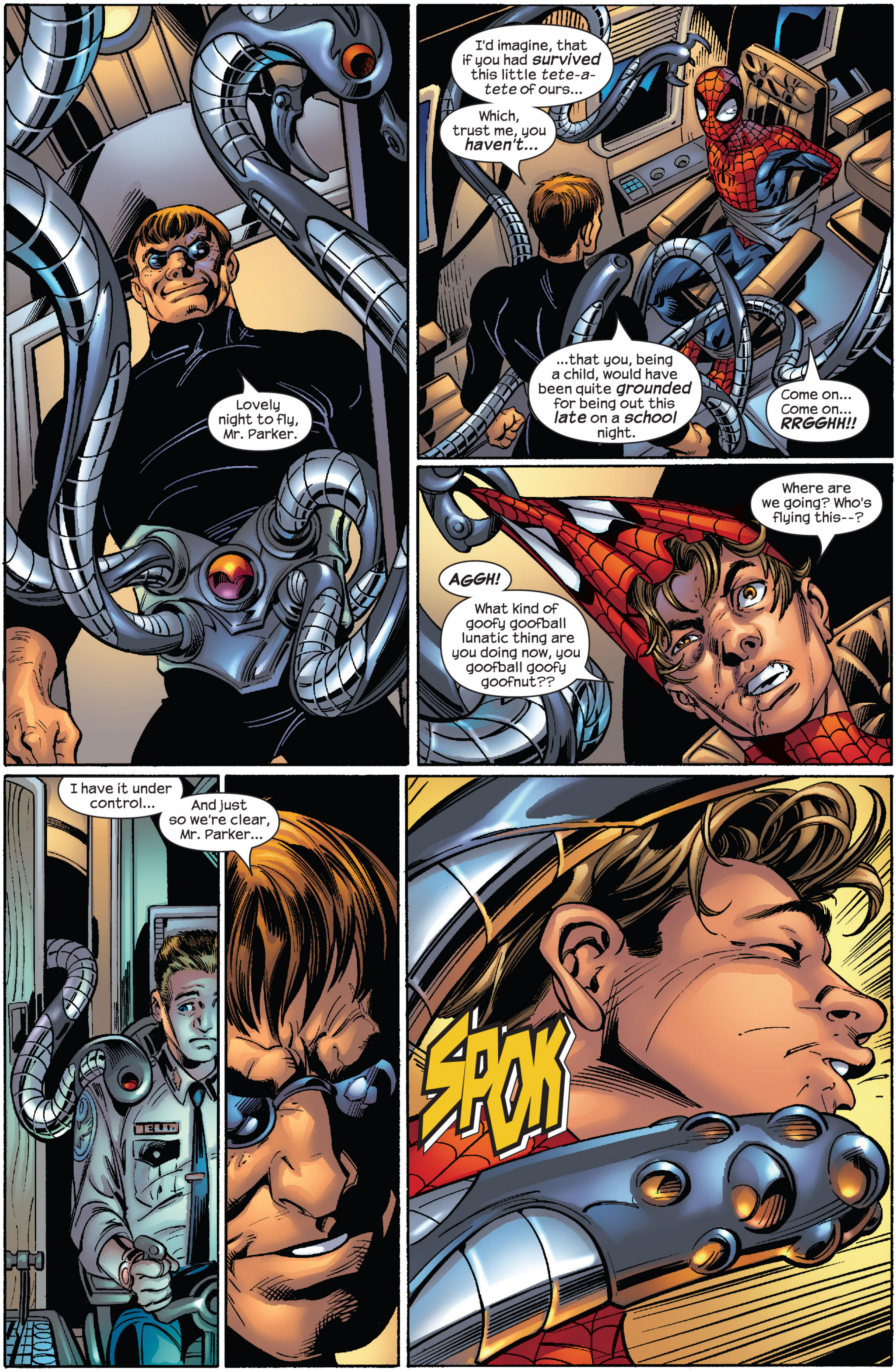


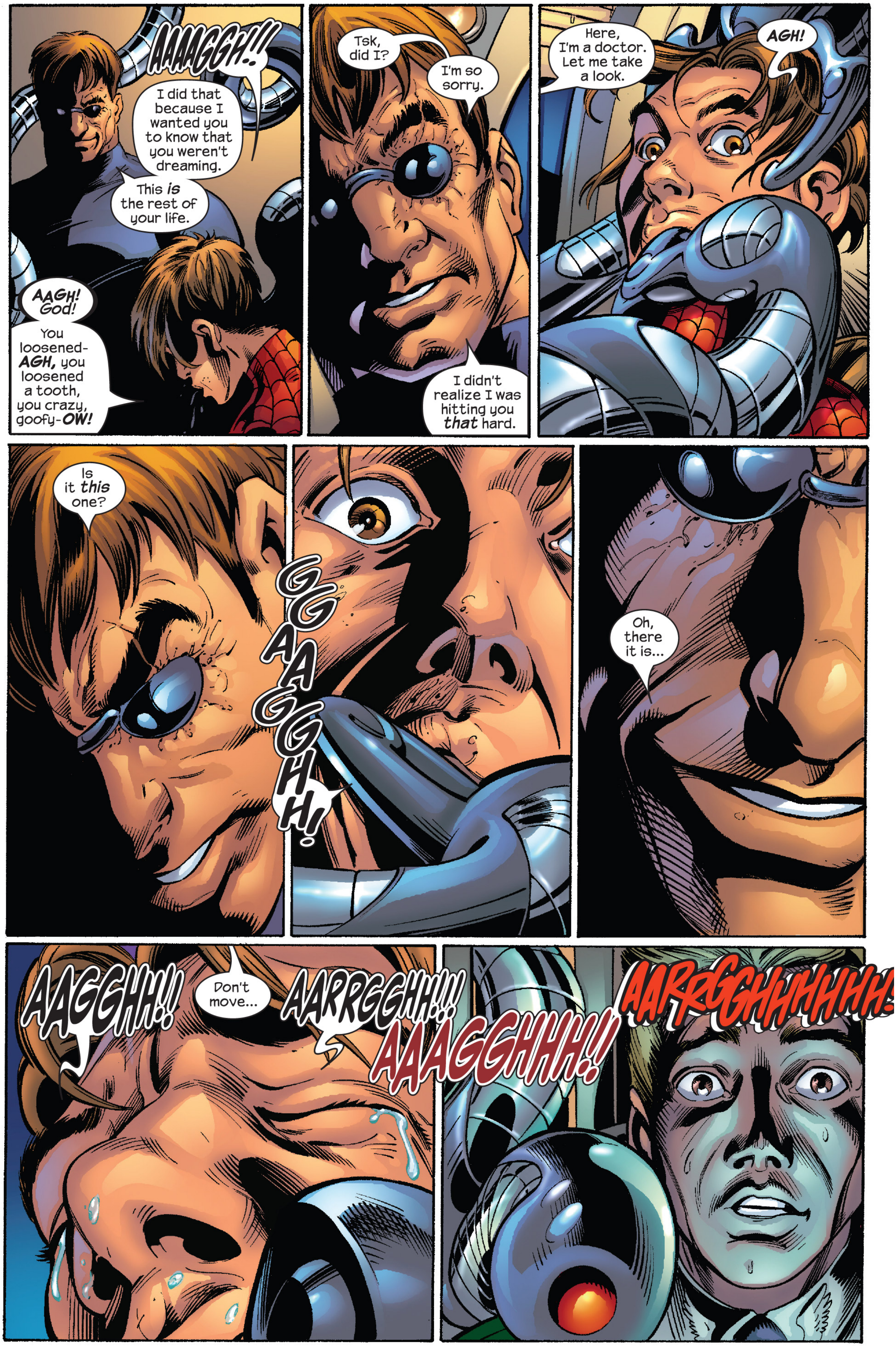


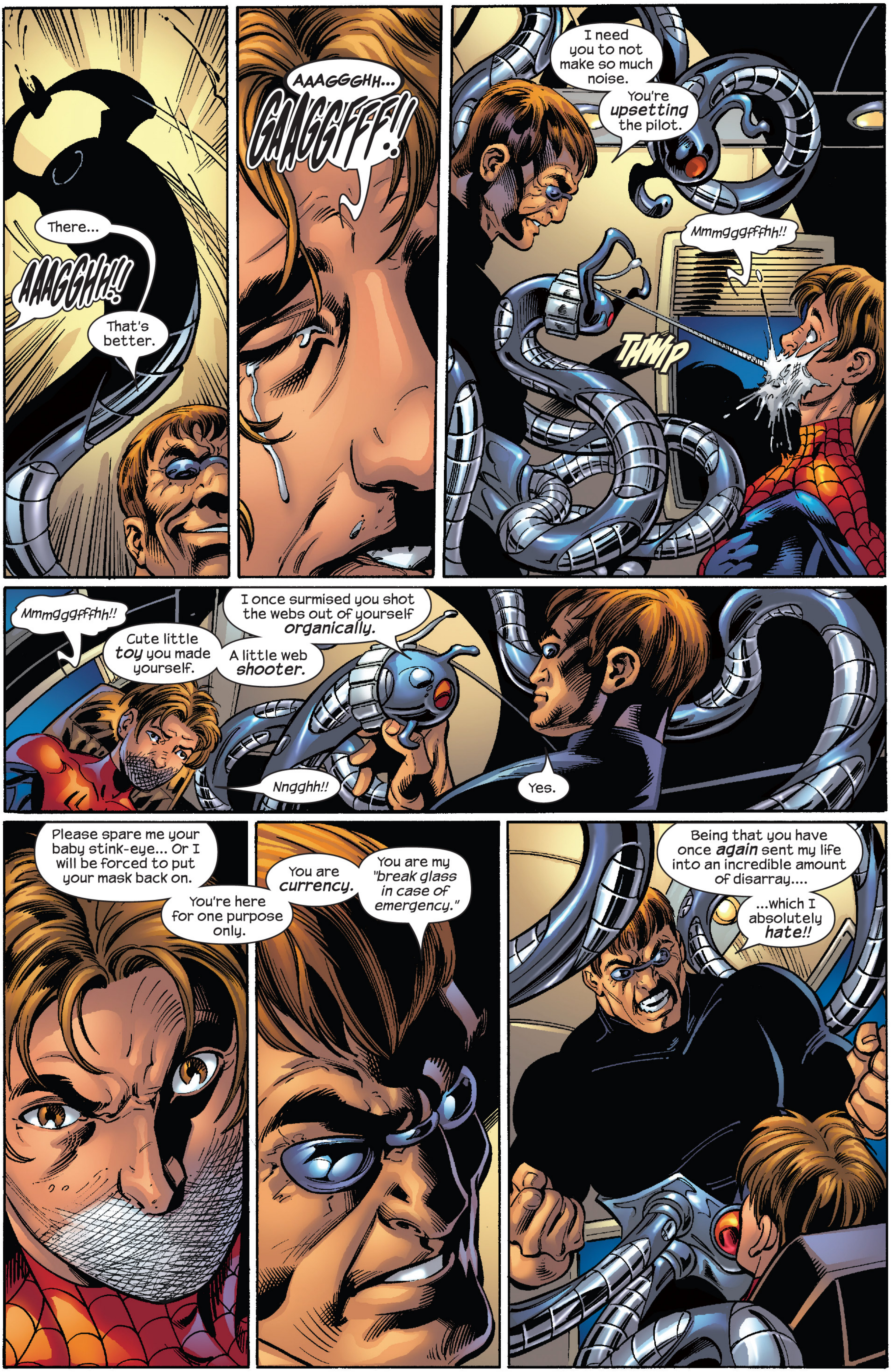


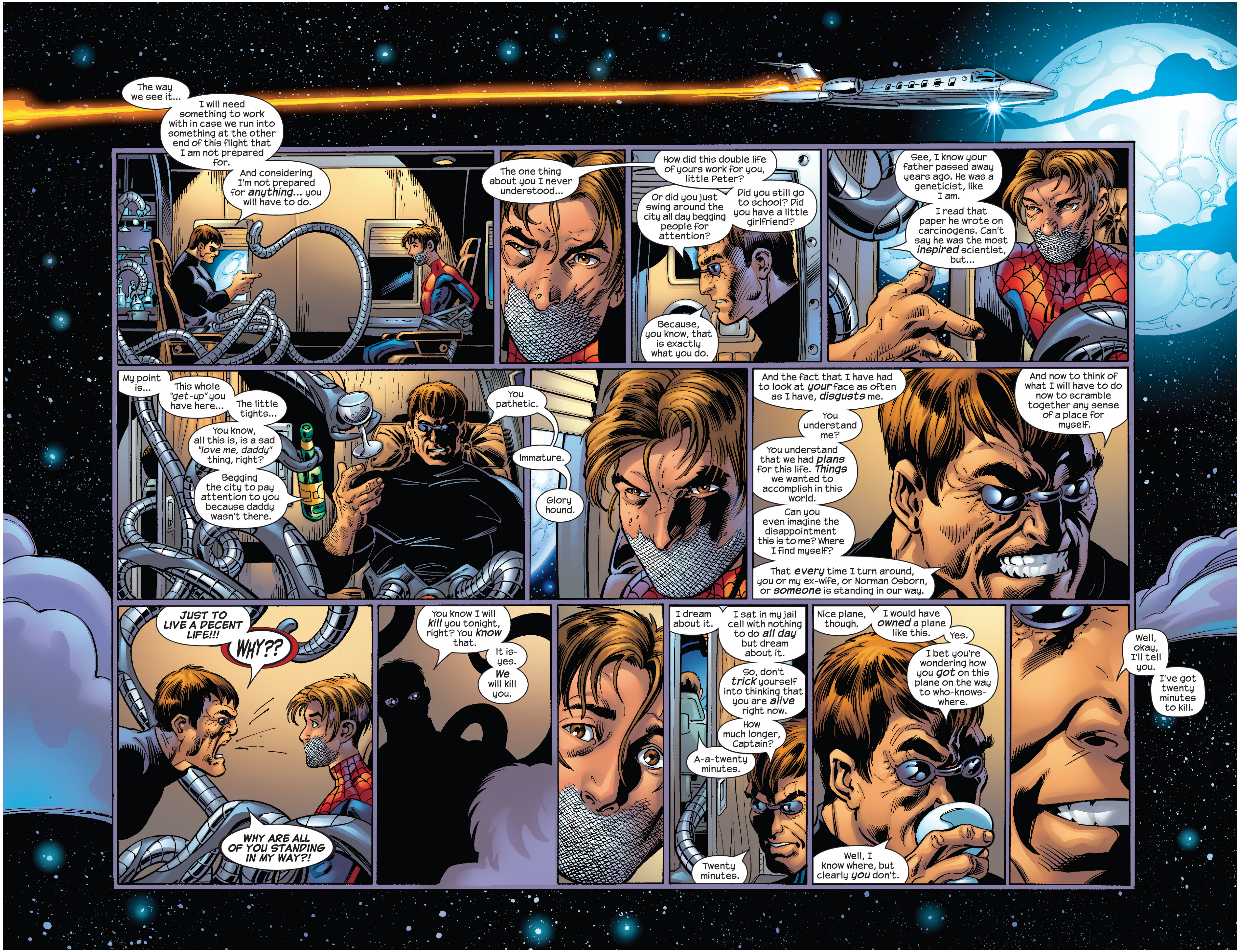
57
BAGLEY
MOUNTS

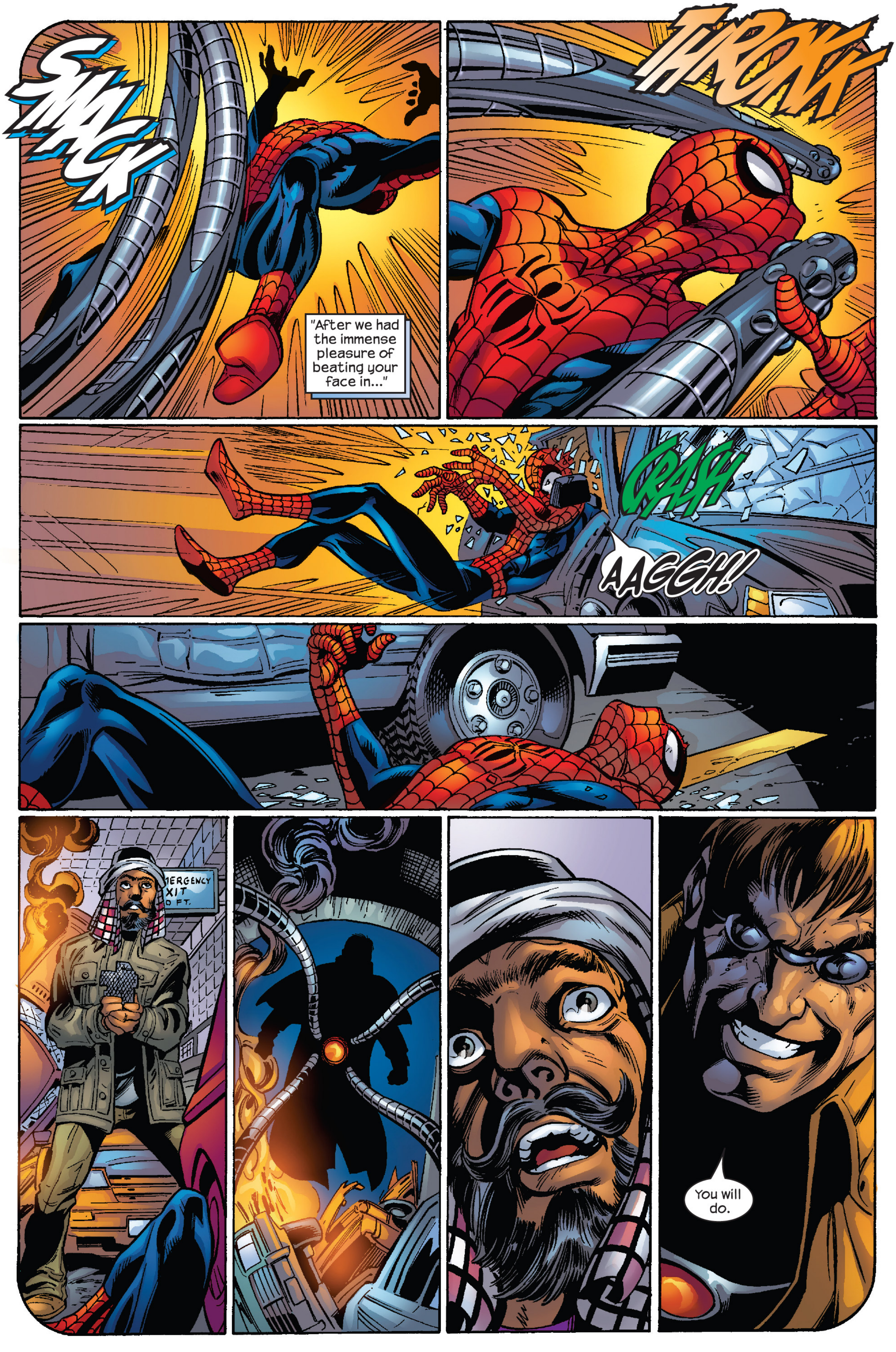

Uh... hello?
You're awake.
Good for you.
Oh...
Yippee...

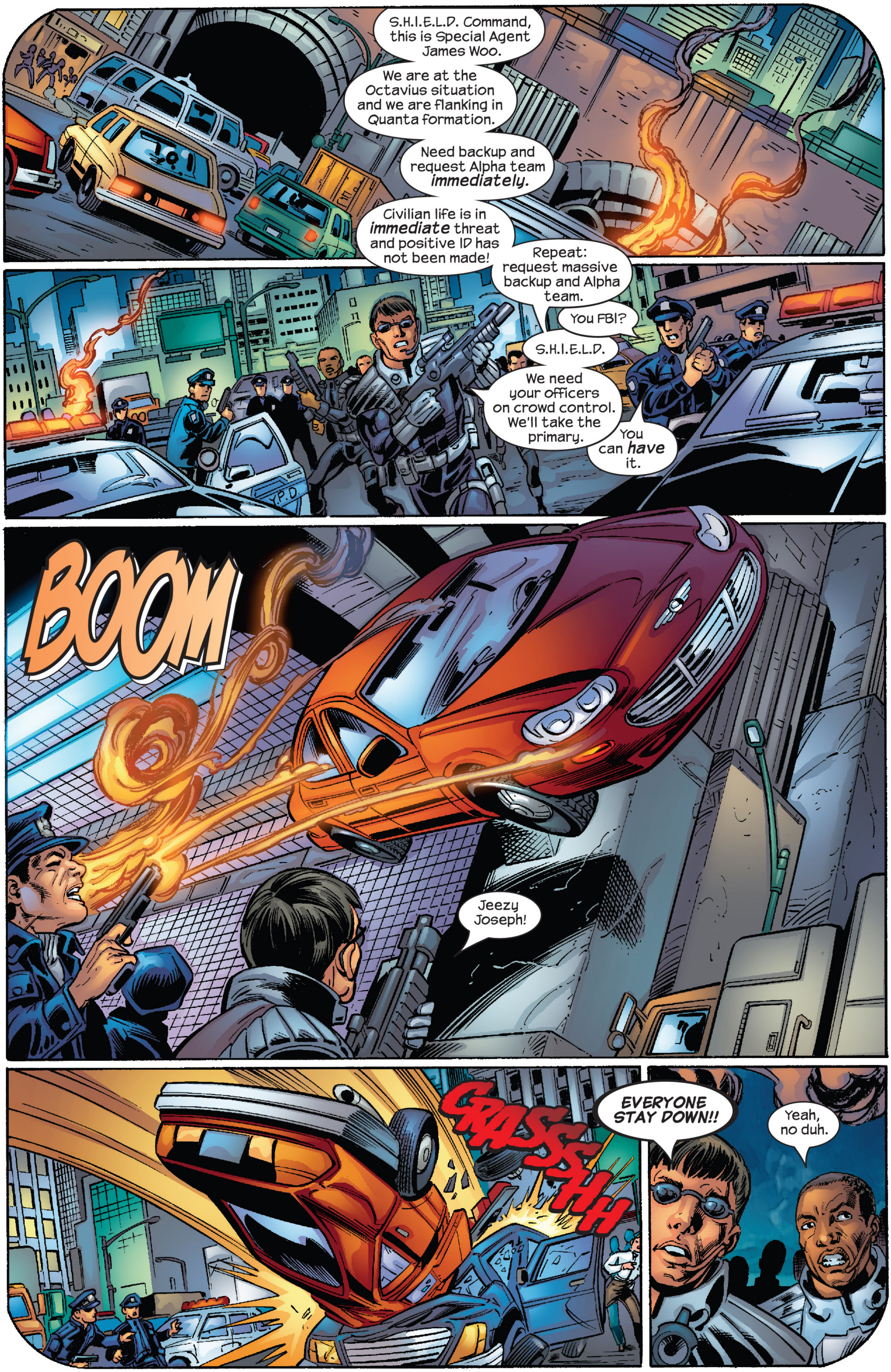

Lovely night to fly, Mr. Parker.
I'd imagine, that if you had survived this little tete-a-tete of ours...
Which, trust me, you haven't...
...that you, being a child, would have been quite grounded for being out this late on a school night.
Come on... Come on... RRGGHH!!
Where are we going? Who's flying this--?
AGGH!
What kind of goofy goofball lunatic thing are you doing now, you goofball goofy goofnut??
I have it under control...
And just so we're clear, Mr. Parker...
SPOK

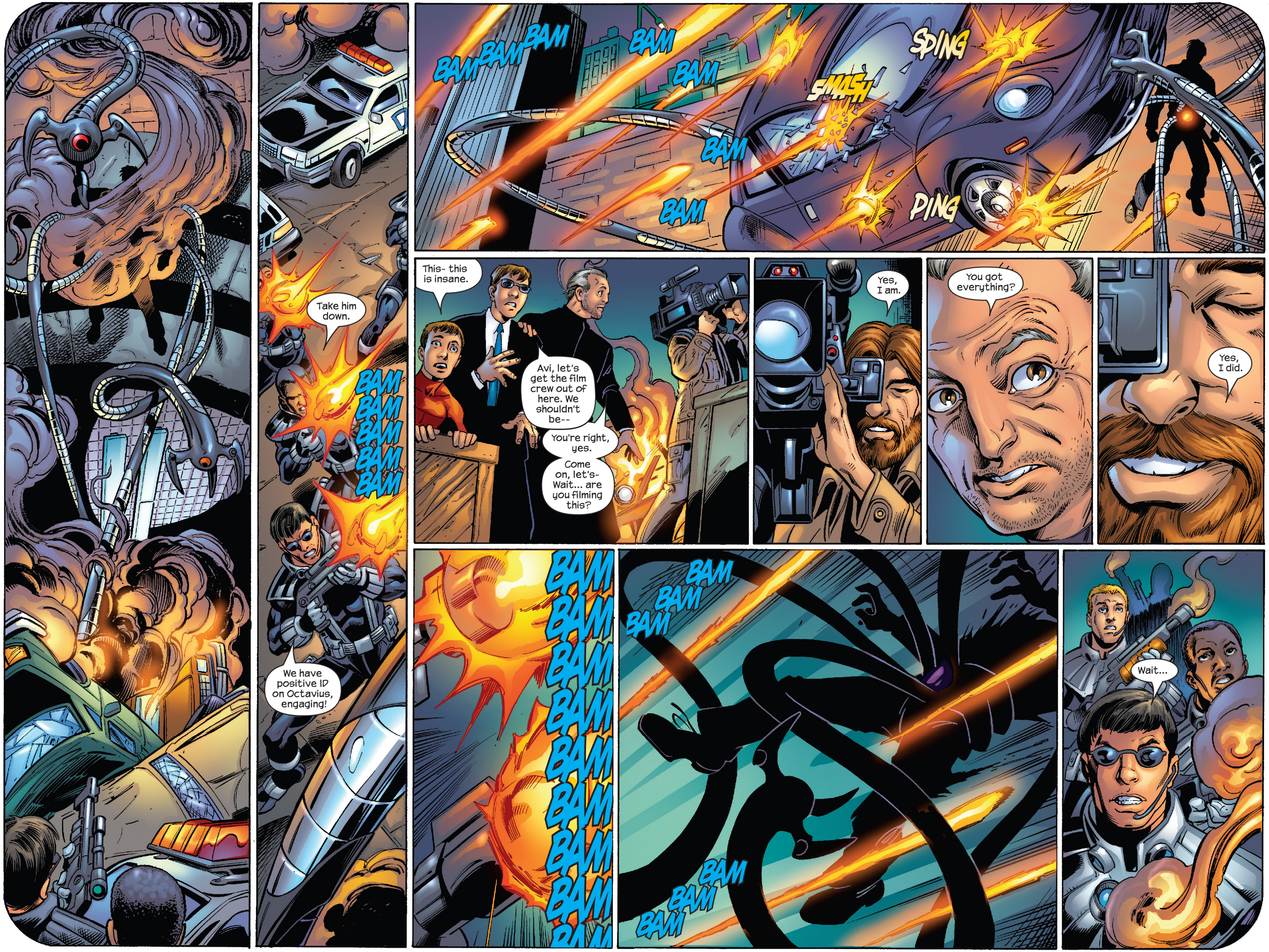

AAAAGGH!!
I did that because I wanted you to know that you weren't dreaming.
This *is* the rest of your life.
AAGH! God!
You loosened- **AGH,** you loosened a tooth, you crazy, goofy-**OW!**
Tsk, did I?
I'm so sorry.
I didn't realize I was hitting you *that* hard.
Here, I'm a doctor. Let me take a look.
AGH!
Is it *this* one?
GGAAAGGHH!
Oh, there it is...
AAGGHH!!
Don't move...
AARRGGHH!!!
AAAAGGHHH!!
AARRGGHHHHHH!

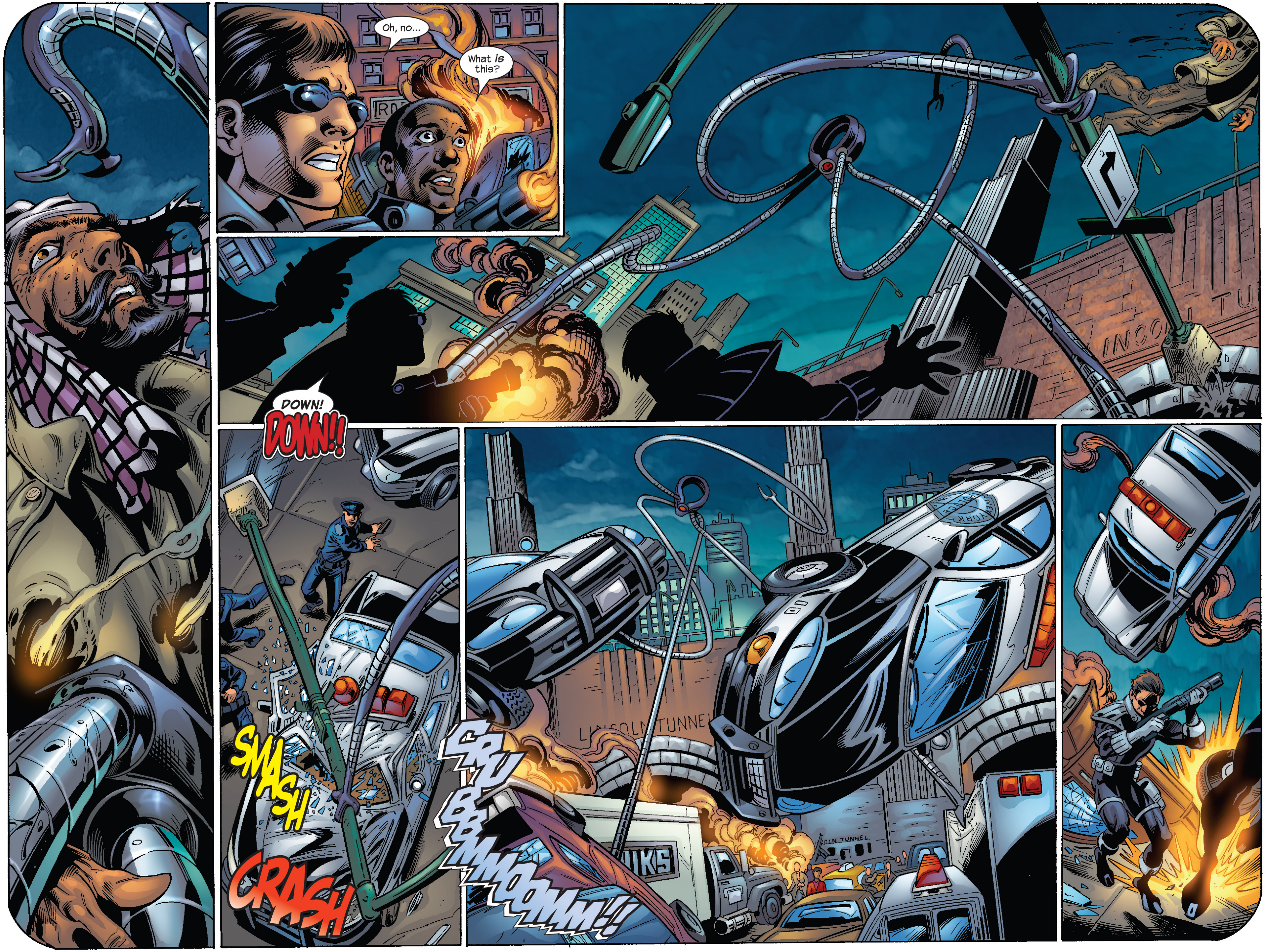

There...
AAAGGHH!!
That's better.
AAAGGGHH... GAAGGFFF!!
I need you to not make so much noise.
You're upsetting the pilot.
Mmmggffhh!!
THWIP
Mmmggffhh!!
Cute little toy you made yourself.
A little web shooter.
I once surmised you shot the webs out of yourself organically.
Nngghh!!
Yes.
Please spare me your baby stink-eye... Or I will be forced to put your mask back on.
You're here for one purpose only.
You are currency.
You are my "break glass in case of emergency."
Being that you have once again sent my life into an incredible amount of disarray....
...which I absolutely hate!!

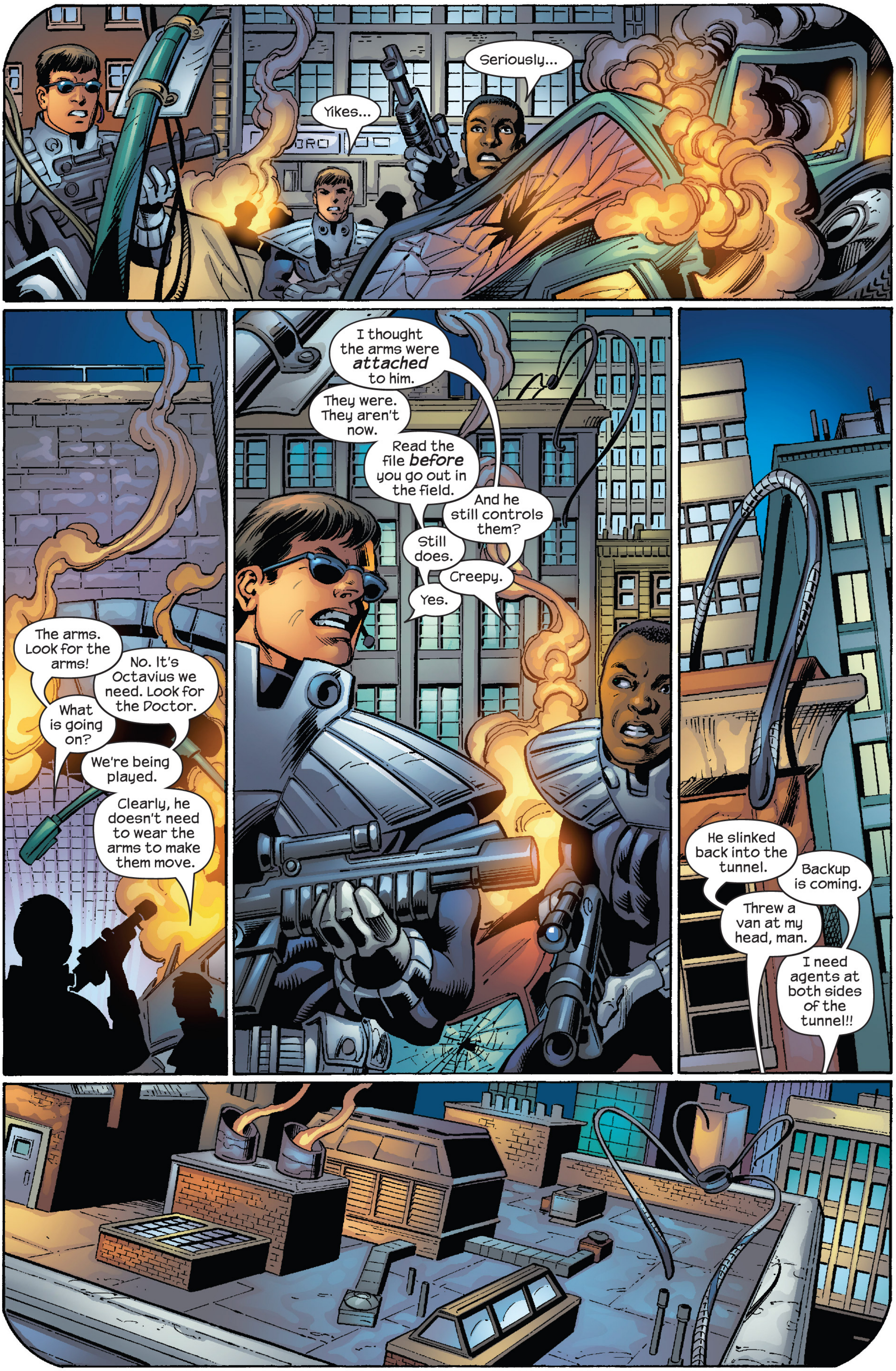

The way we see it...
I will need something to work with in case we run into something at the other end of this flight that I am not prepared for.
And considering I'm not prepared for *anything*... you will have to do.
The one thing about you I never understood...
How did this double life of yours work for you, little Peter?
Did you still go to school? Did you have a little girlfriend?
Or did you just swing around the city all day begging people for attention?
Because, you know, that is exactly what you do.
See, I know your father passed away years ago. He was a geneticist, like I am.
I read that paper he wrote on carcinogens. Can't say he was the most *inspired* scientist, but...
My point is...
This whole "get-up" you have here...
The little tights...
You know, all this is, is a sad "love me, daddy" thing, right?
Begging the city to pay attention to you because daddy wasn't there.
You pathetic.
Immature.
Glory hound.
And the fact that I have had to look at *your* face as often as I have, *disgusts* me.
You understand me?
You understand that we had *plans* for this life. *Things* we wanted to accomplish in this world.
Can you even imagine the disappointment this is to me? Where I find myself?
That *every* time I turn around, you or my ex-wife, or Norman Osborn, or *someone* is standing in our way.
And now to think of what I will have to do now to scramble together any sense of a place for myself.
JUST TO LIVE A DECENT LIFE!!!
WHY??
WHY ARE ALL OF YOU STANDING IN MY WAY?!
You know I will *kill* you tonight, right? You *know* that.
It is-- yes.
We will kill you.
I dream about it.
I sat in my jail cell with nothing to do *all day* but dream about it.
So, don't *trick* yourself into thinking that you are *alive* right now.
How much longer, Captain?
A-a-twenty minutes.
Twenty minutes.
Nice plane, though.
I would have *owned* a plane like this.
Yes.
I bet you're wondering how you *got* on this plane on the way to who-knows-where.
Well, I know where, but clearly *you* don't.
Well, okay, I'll tell you.
I've got twenty minutes to kill.

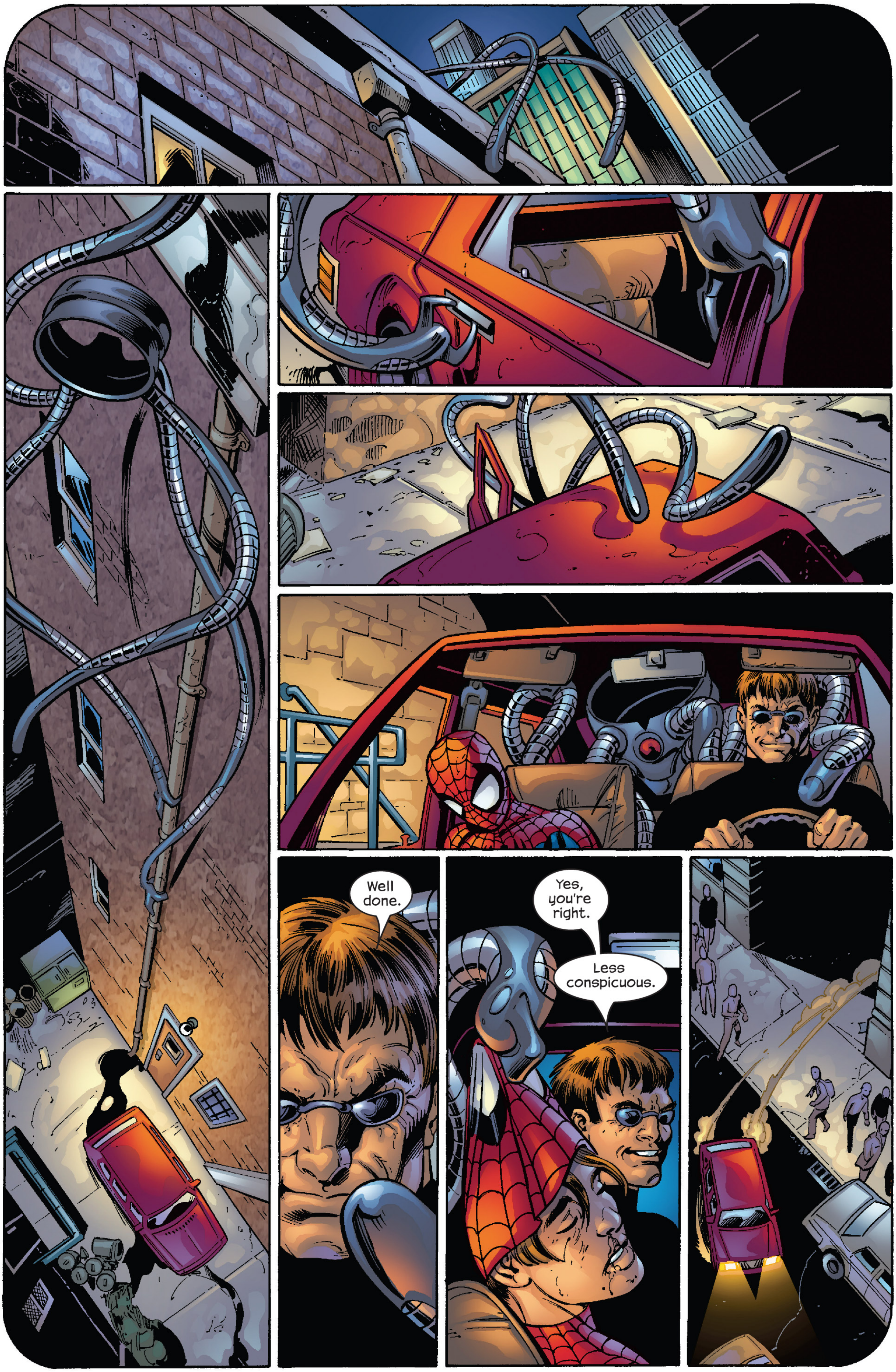

SMACK
"After we had the immense pleasure of beating your face in..."
THROKK
CRASH
AAGGH!
MERGENCY
XIT
O FT.
You will do.

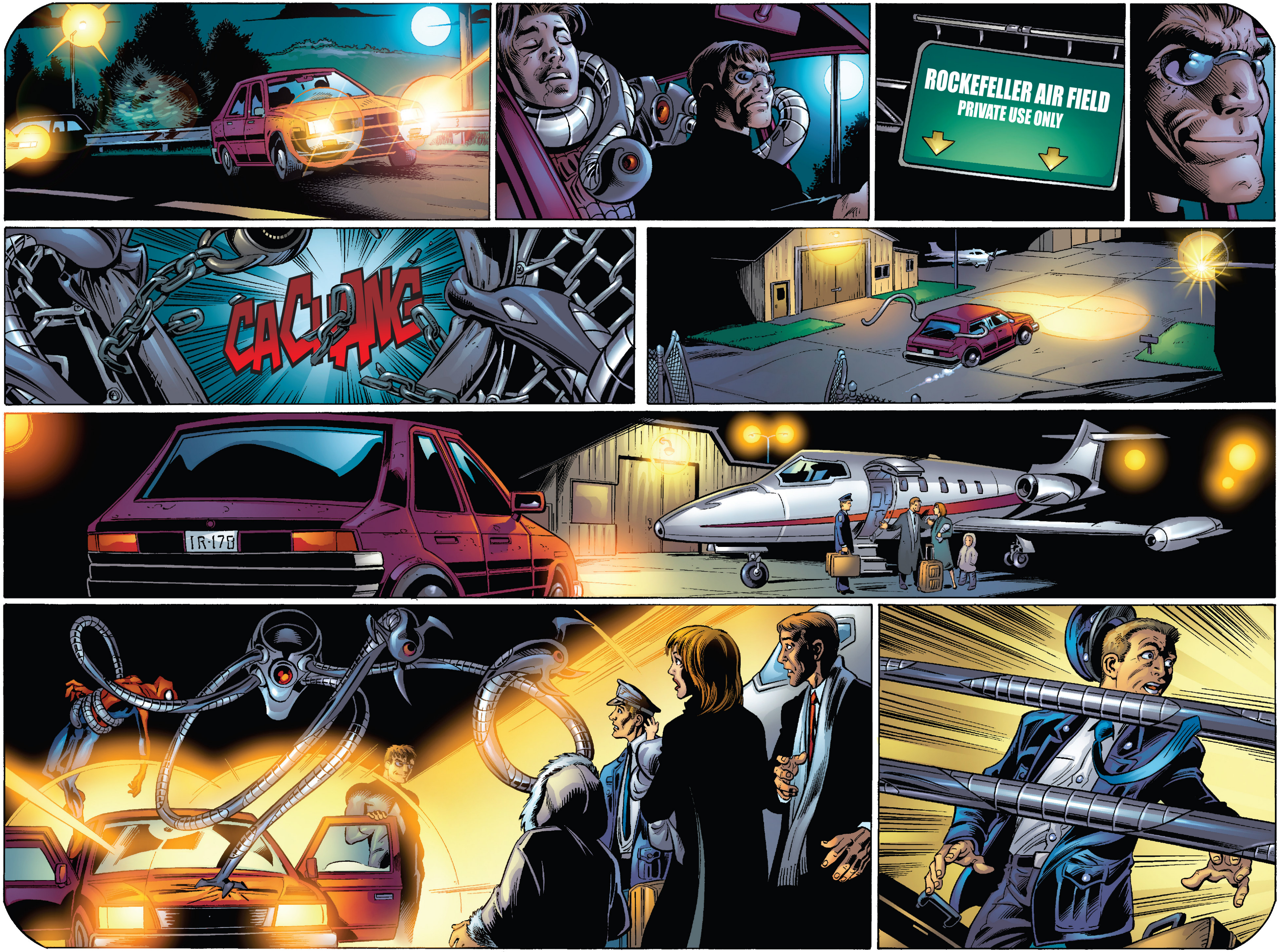

S.H.I.E.L.D. Command, this is Special Agent James Woo.
We are at the Octavius situation and we are flanking in Quanta formation.
Need backup and request Alpha team *immediately.*
Civilian life is in *immediate* threat and positive ID has not been made!
Repeat: request massive backup and Alpha team.
You FBI?
S.H.I.E.L.D.
We need your officers on crowd control. We'll take the primary.
You can *have* it.
BOOM
Jeezy Joseph!
CRASSSHH
EVERYONE STAY DOWN!!
Yeah, no duh.

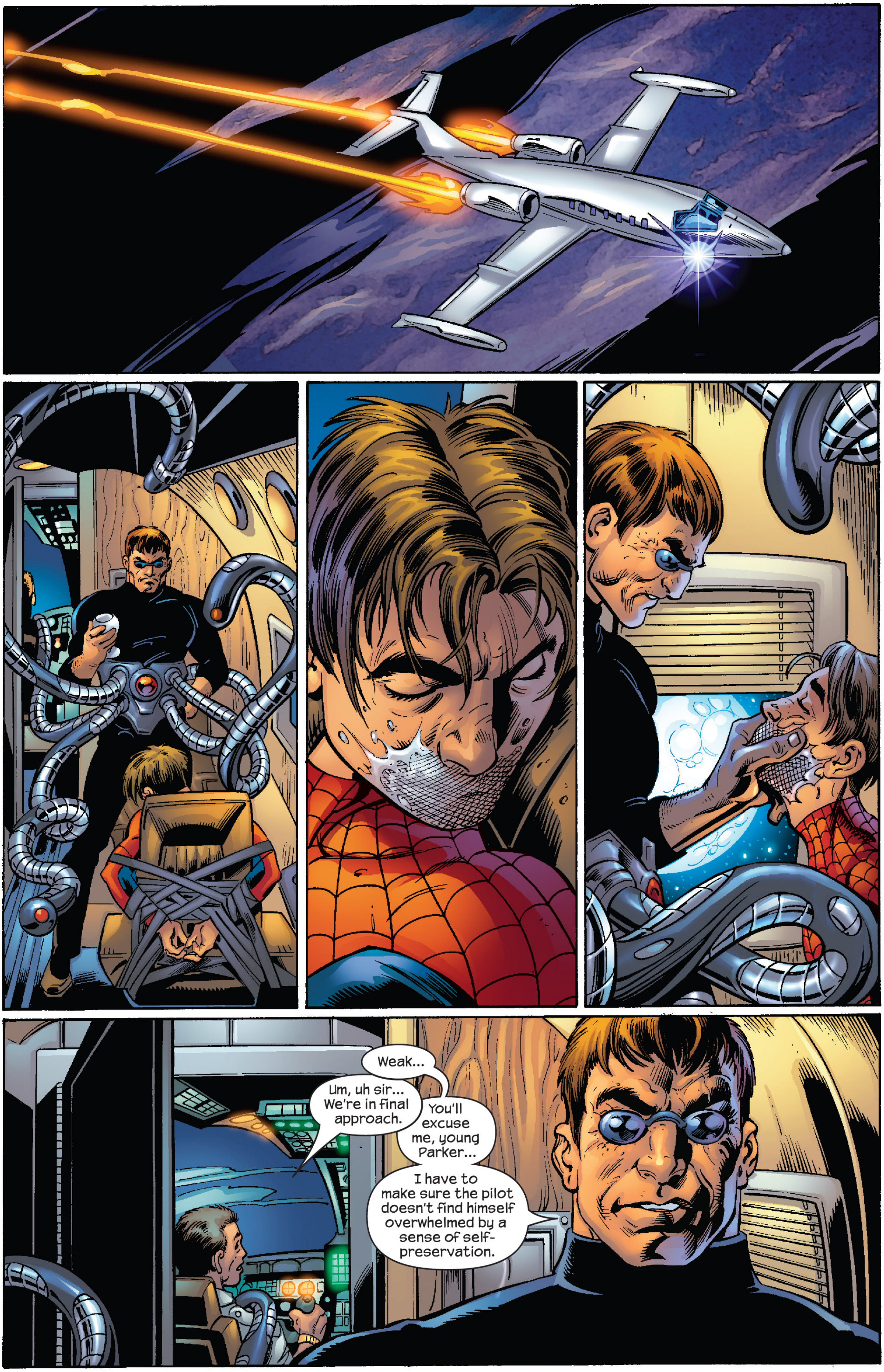

Take him down.
BAM BAM BAM BAM BAM
We have positive ID on Octavius, engaging!
BAM BAM BAM
BAM
BAM
BAM
BAM
BAM
SMASH
SPING
DING
This- this is insane.
Avi, let's get the film crew out of here. We shouldn't be--
You're right, yes.
Come on, let's- Wait... are you filming this?
Yes, I am.
You got everything?
Yes, I did.
BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM
BAM BAM BAM
BAM BAM BAM
Wait...

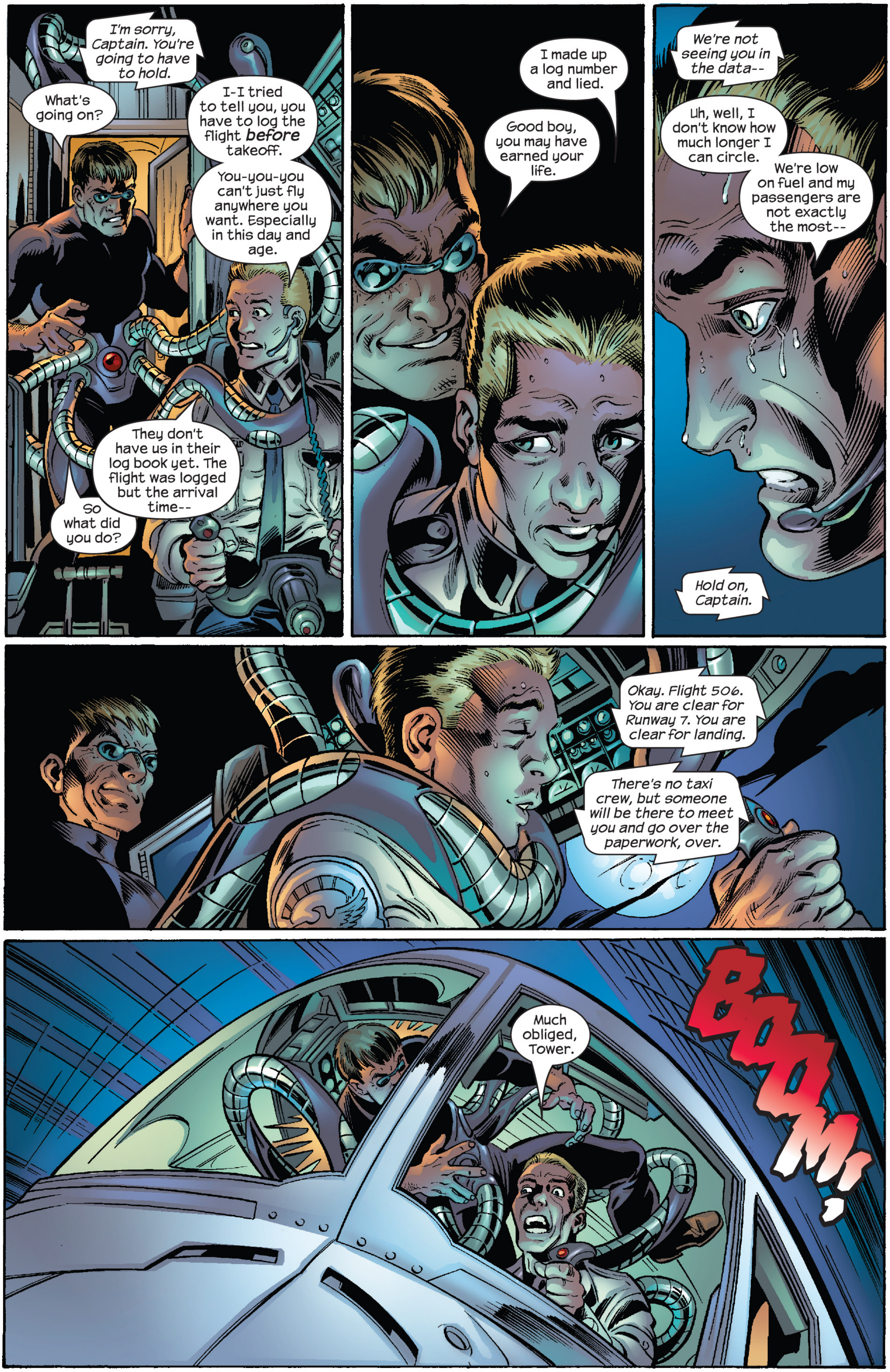

Oh, no...
What *is* this?
DOWN! DOWN!!
SMASH
CRASH
LINCOLN TU
LINCOLN TUNNEL
UKS
CRUBBMMOOMM!!

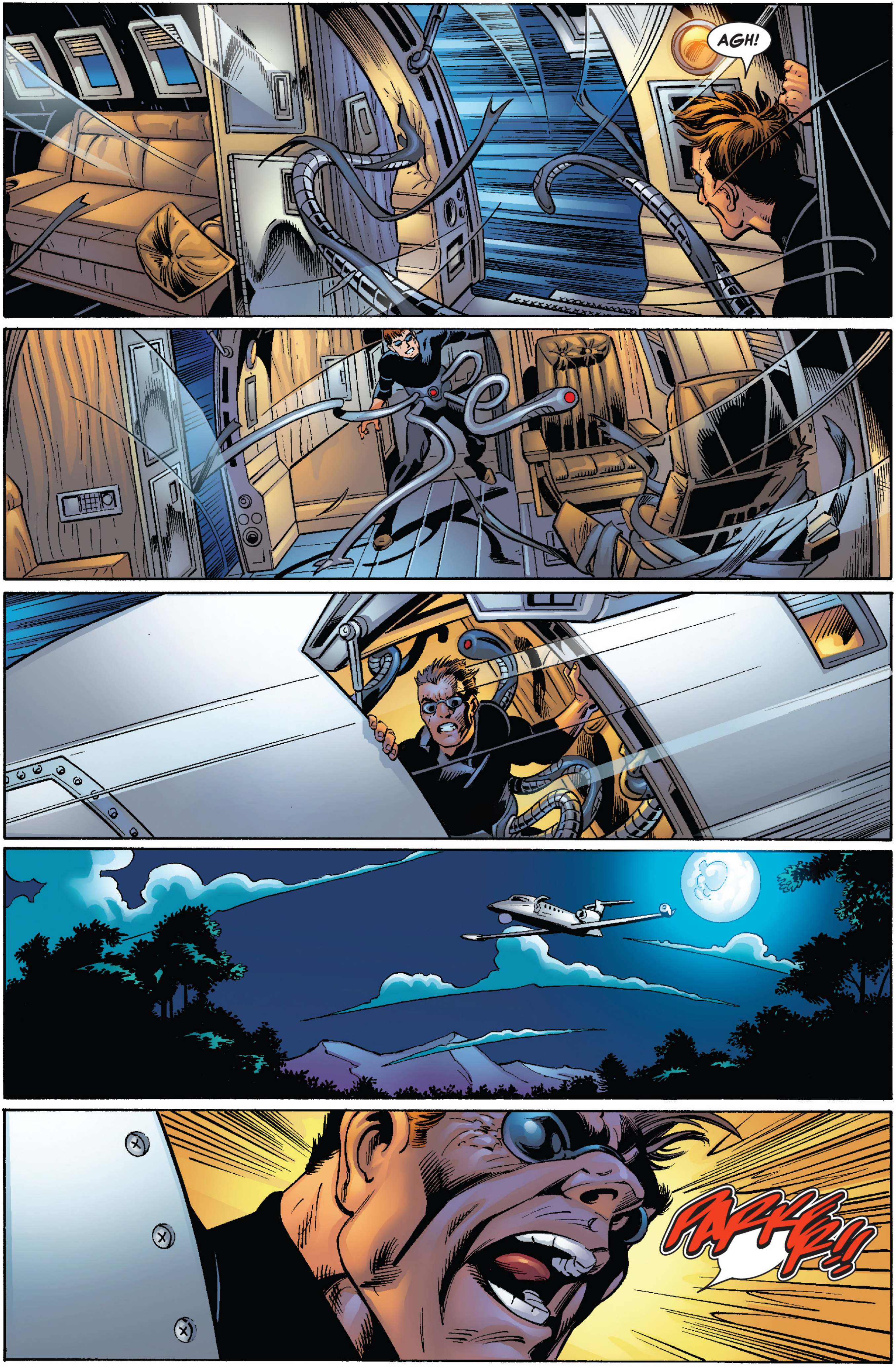

Yikes...
Seriously...
The arms. Look for the arms!
No. It's Octavius we need. Look for the Doctor.
What is going on?
We're being played.
Clearly, he doesn't need to wear the arms to make them move.
I thought the arms were *attached* to him.
They were. They aren't now.
Read the file *before* you go out in the field.
And he still controls them?
Still does.
Creepy.
Yes.
He slinked back into the tunnel.
Backup is coming.
Threw a van at my head, man.
I need agents at both sides of the tunnel!!

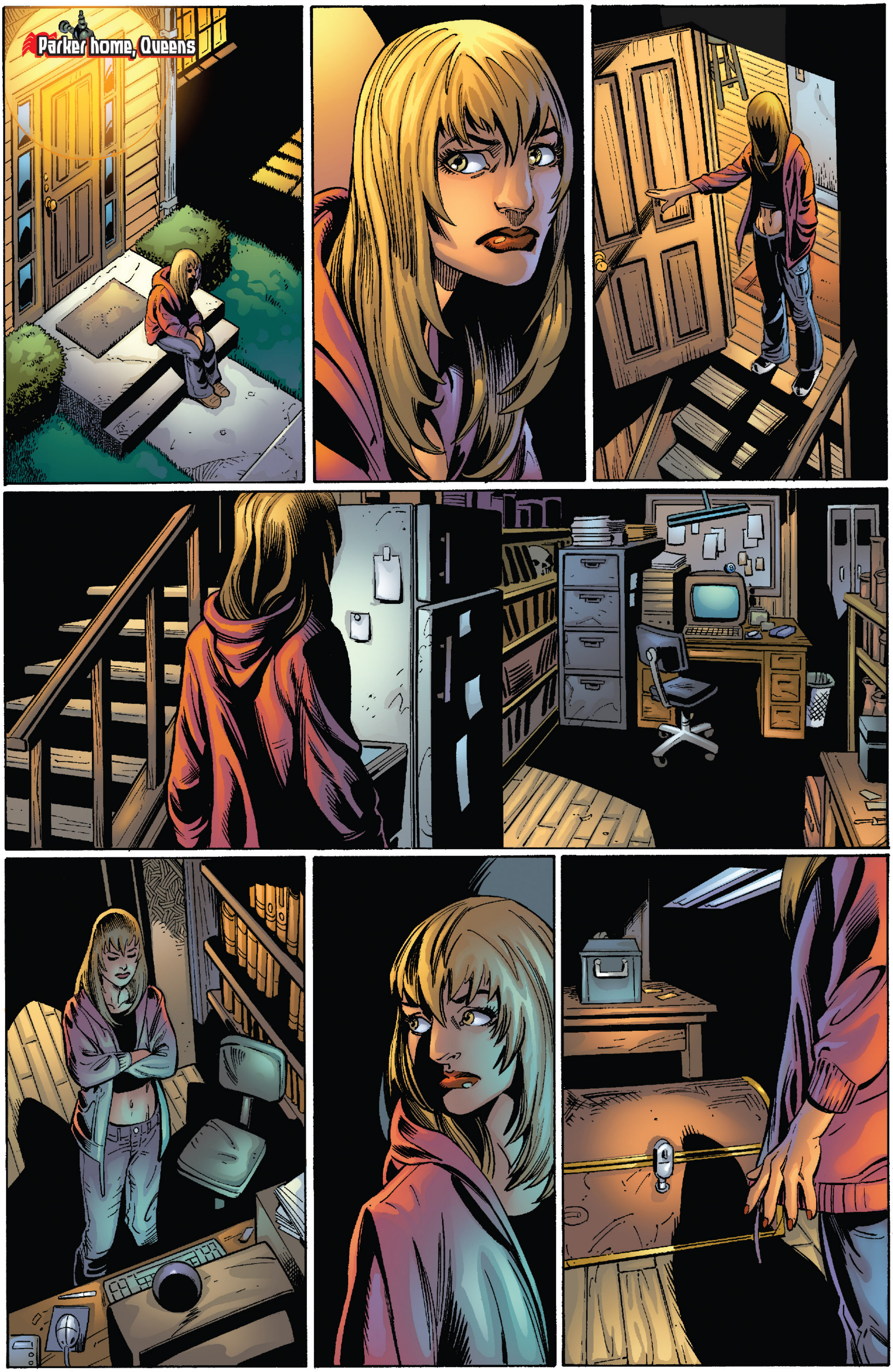

Well done.
Yes, you're right.
Less conspicuous.

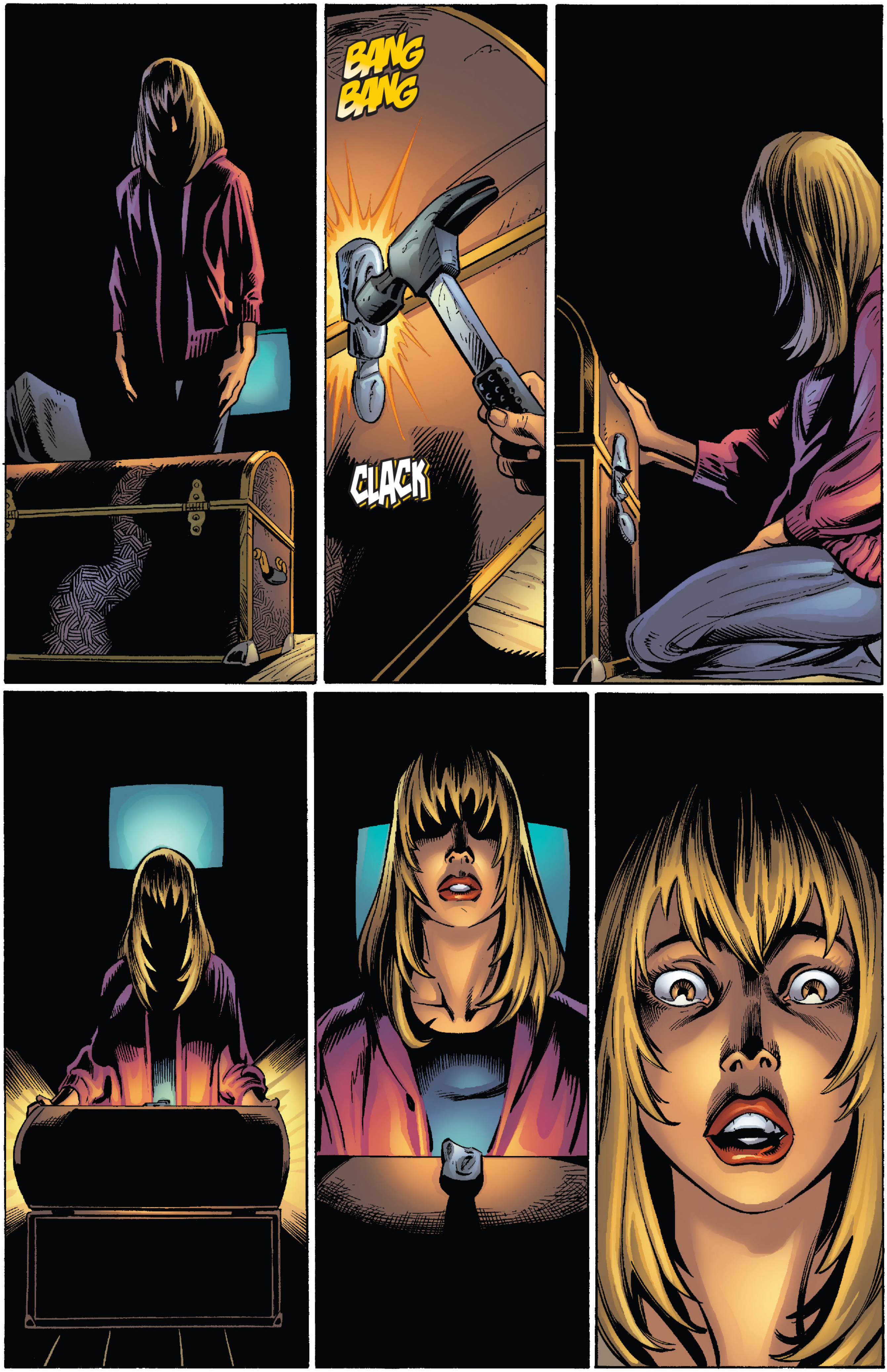

ROCKEFELLER AIR FIELD
PRIVATE USE ONLY
CACLANK
IR-17B

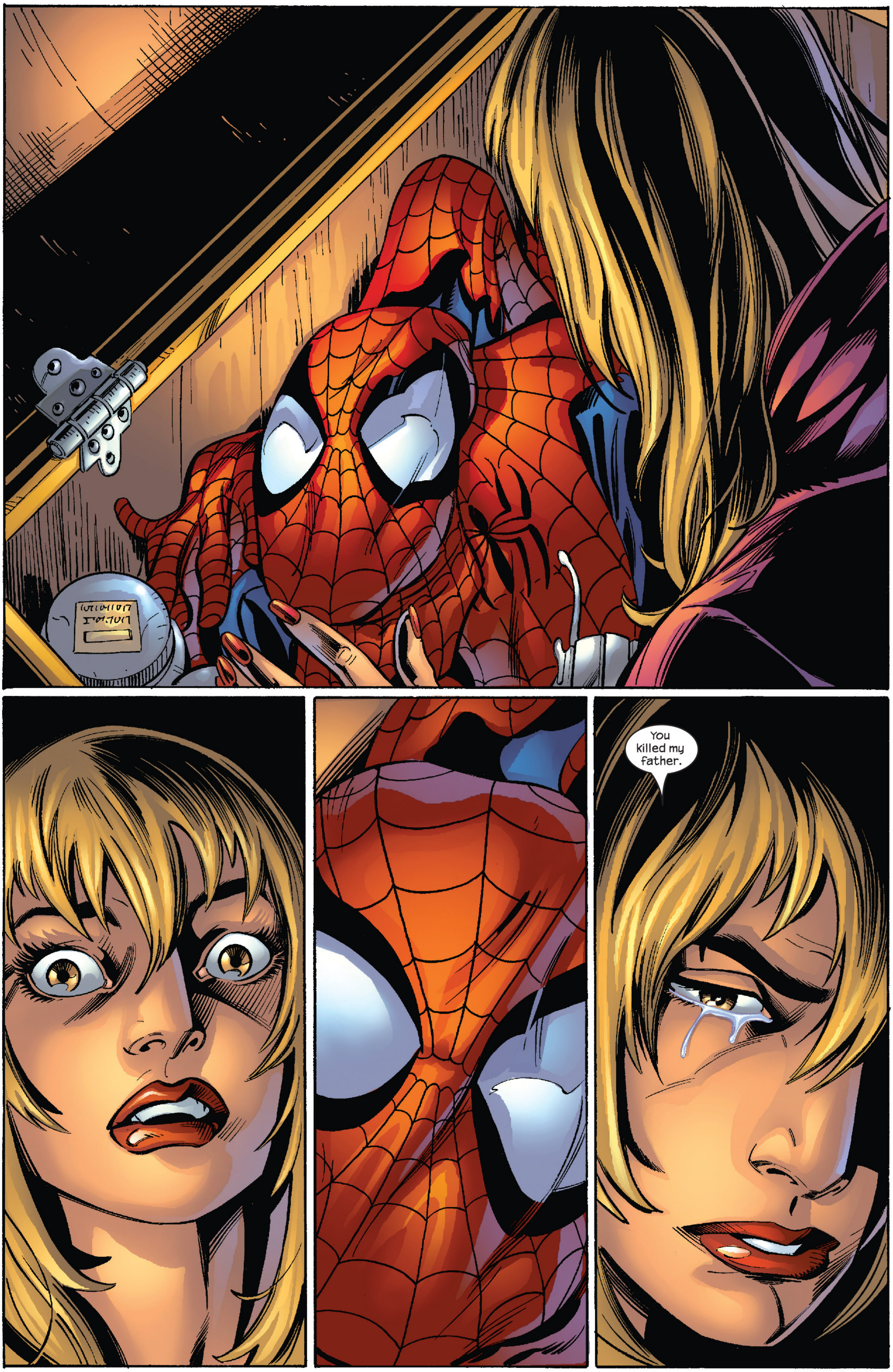

Weak...
Um, uh sir... We're in final approach.
You'll excuse me, young Parker...
I have to make sure the pilot doesn't find himself overwhelmed by a sense of self-preservation.


I'm sorry, Captain. You're going to have to hold.
What's going on?
I-I tried to tell you, you have to log the flight **before** takeoff.
You-you-you can't just fly anywhere you want. Especially in this day and age.
They don't have us in their log book yet. The flight was logged but the arrival time--
So what did you do?
I made up a log number and lied.
Good boy, you may have earned your life.
We're not seeing you in the data--
Uh, well, I don't know how much longer I can circle.
We're low on fuel and my passengers are not exactly the most--
Hold on, Captain.
Okay. Flight 506. You are clear for Runway 7. You are clear for landing.
There's no taxi crew, but someone will be there to meet you and go over the paperwork, over.
Much obliged, Tower.
BOOM!


AGH!
PARKER!!

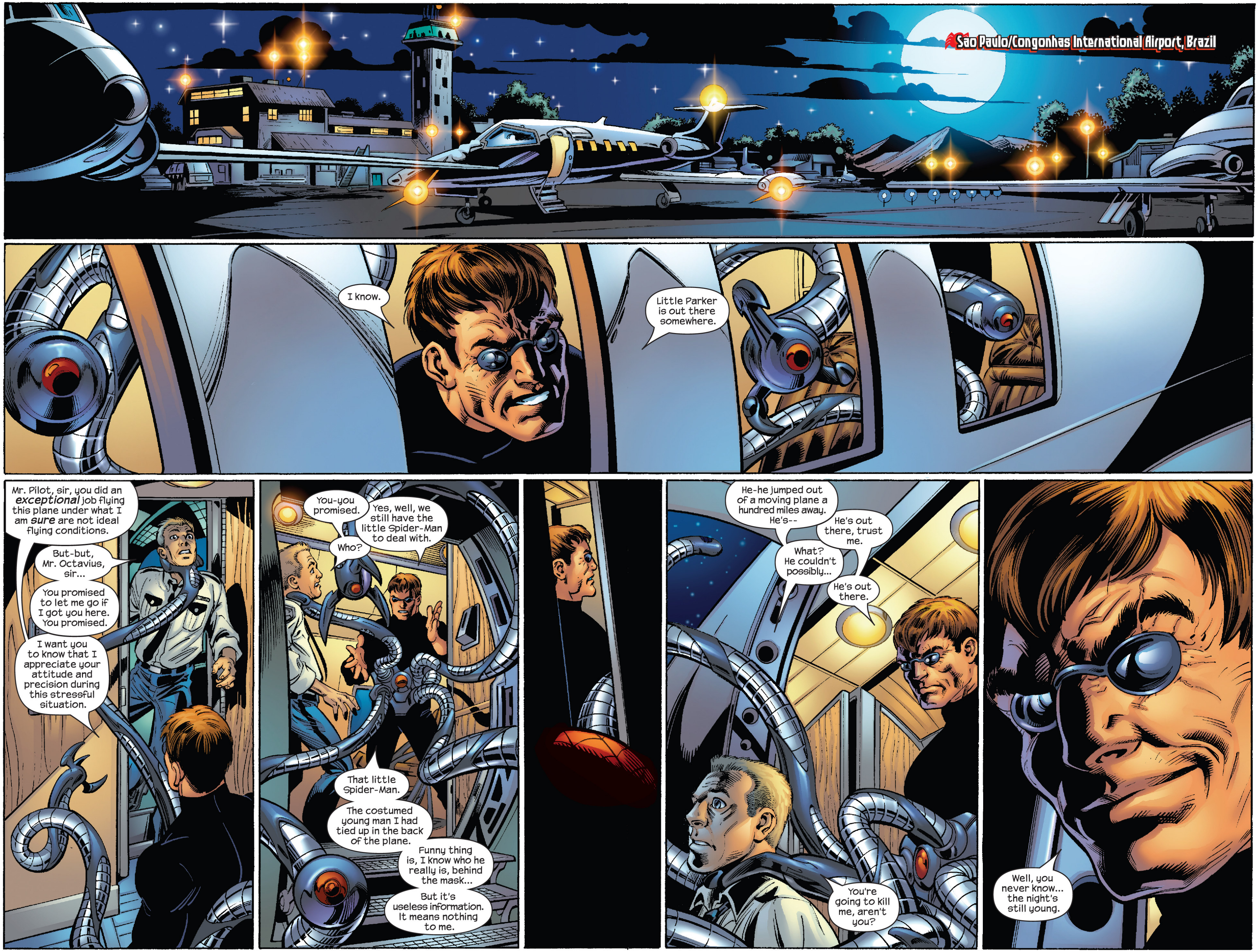

Parker home, Queens

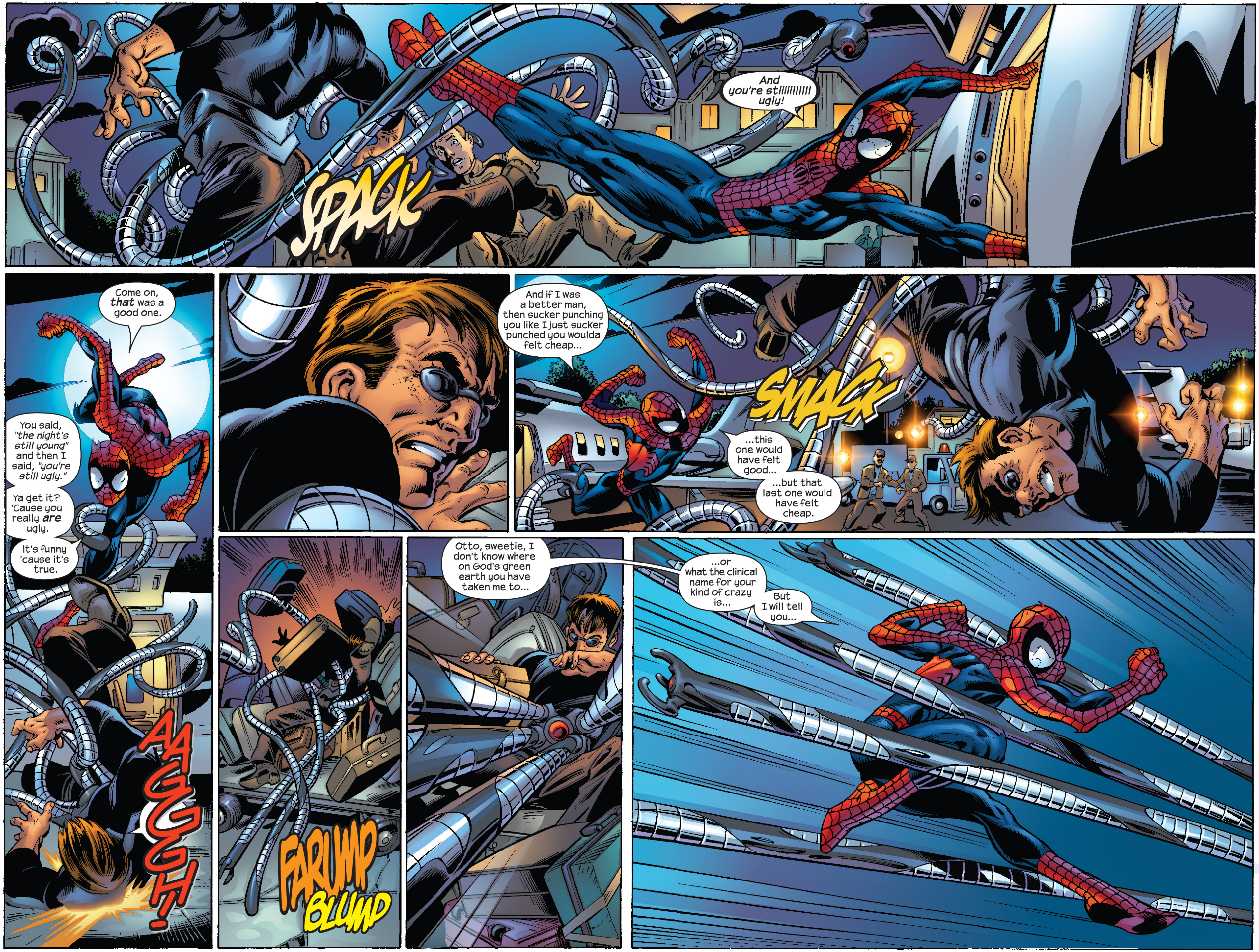

BANG
BANG
CLACK

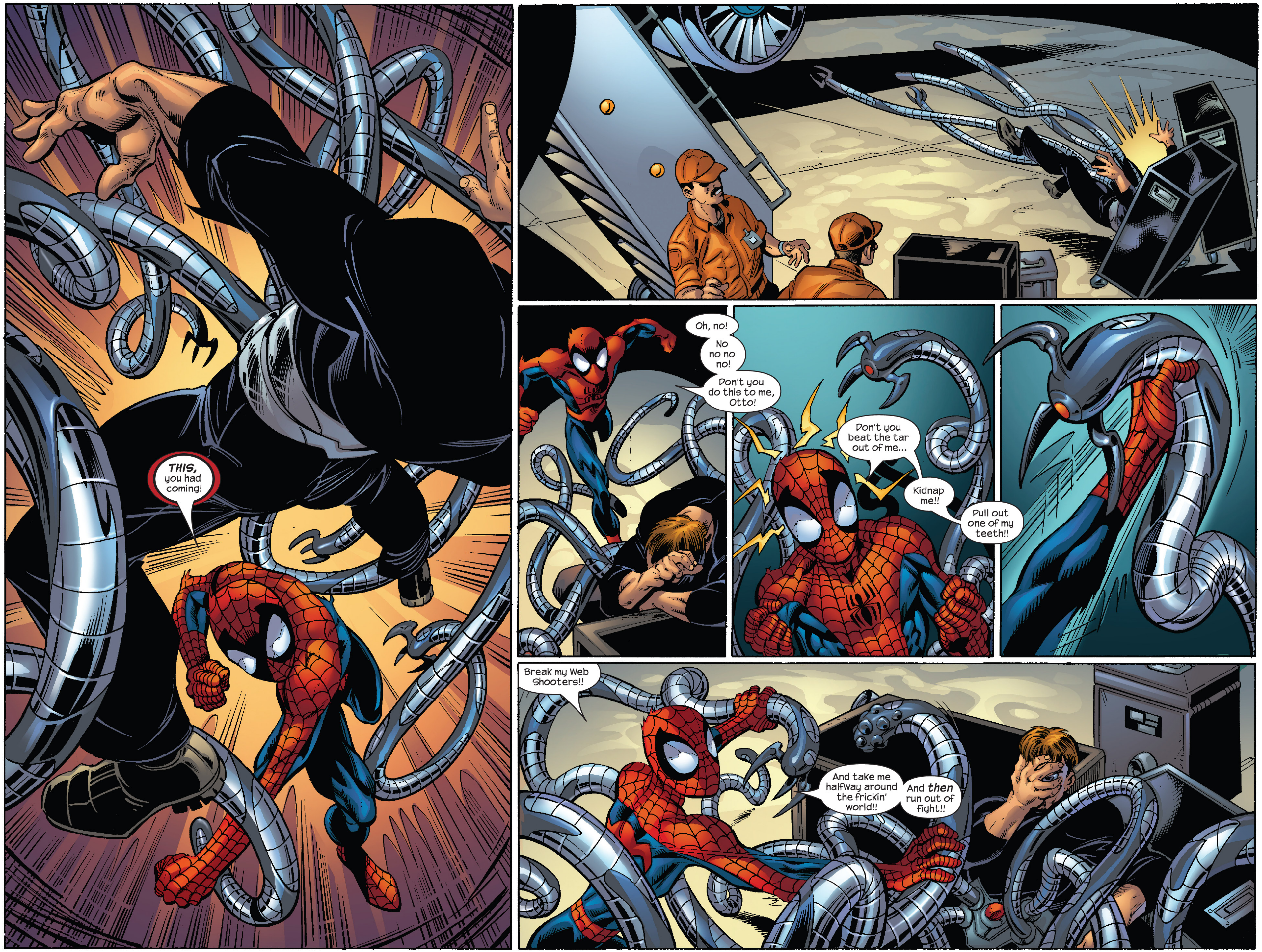

You killed my father.

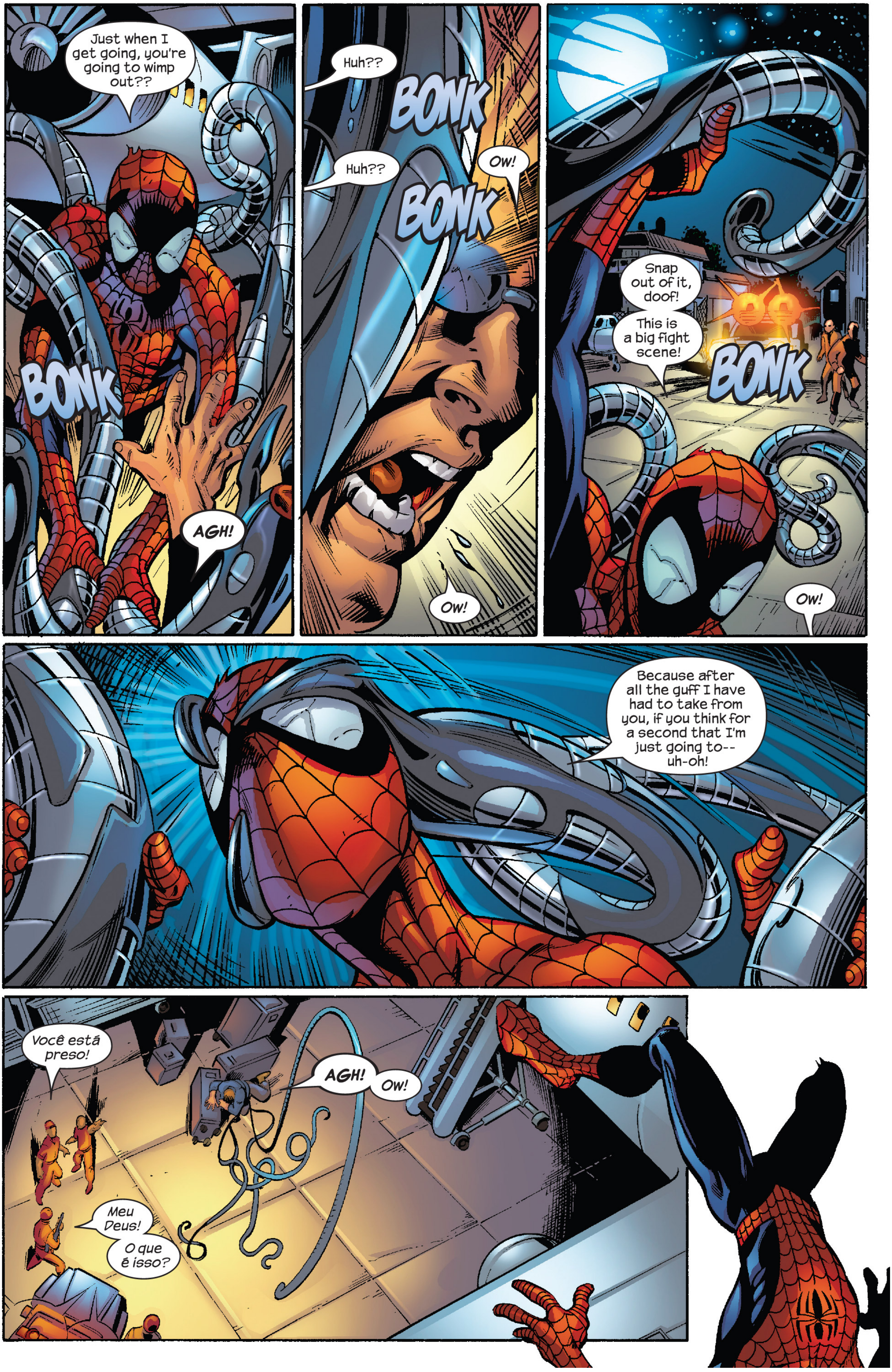
58

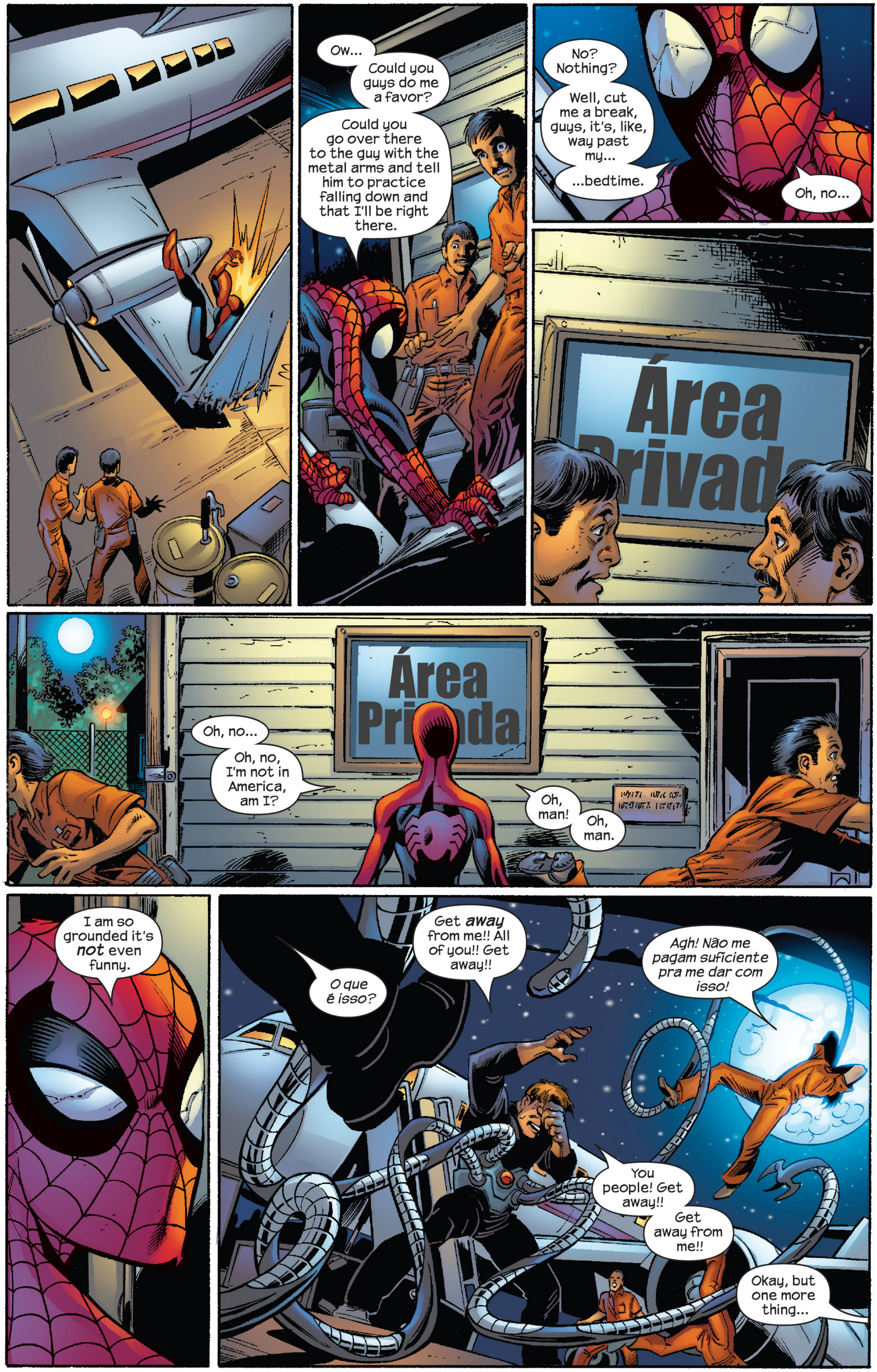
BAGLEY
ISANOVE

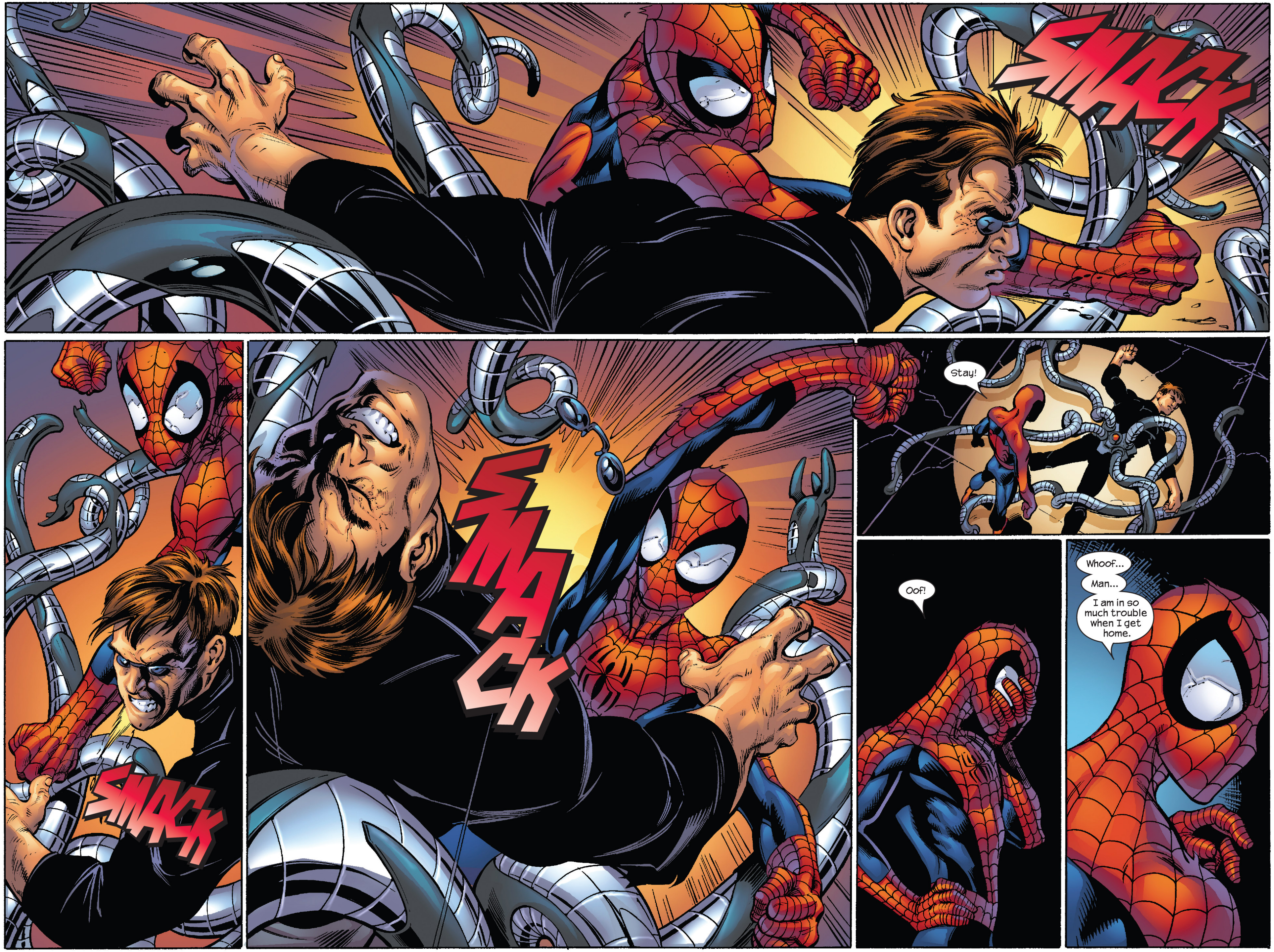

São Paulo/Congonhas International Airport, Brazil
I know.
Little Parker is out there somewhere.
Mr. Pilot, sir, you did an *exceptional* job flying this plane under what I am *sure* are not ideal flying conditions.
But-but, Mr. Octavius, sir...
You promised to let me go if I got you here. You promised.
I want you to know that I appreciate your attitude and precision during this stressful situation.
You-you promised.
Yes, well, we still have the little Spider-Man to deal with.
Who?
That little Spider-Man.
The costumed young man I had tied up in the back of the plane.
Funny thing is, I know who he really is, behind the mask...
But it's useless information. It means nothing to me.
He-he jumped out of a moving plane a hundred miles away. He's--
He's out there, trust me.
What? He couldn't possibly...
He's out there.
You're going to kill me, aren't you?
Well, you never know... the night's still young.

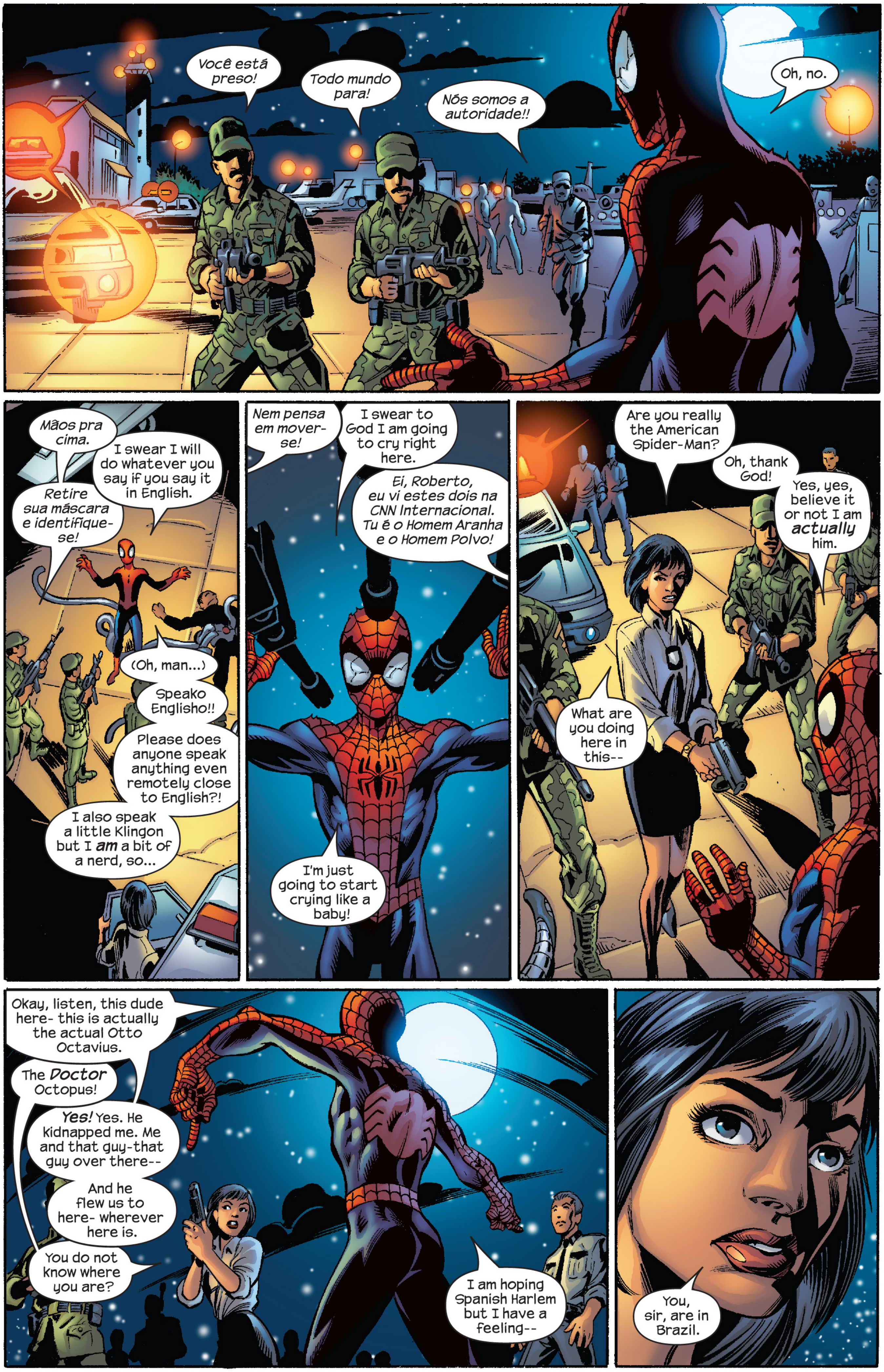

SPACK
And you're stiiiiilllllll ugly!
Come on, *that* was a good one.
You said, *"the night's still young"* and then I said, *"you're still ugly."*
Ya get it? 'Cause you really *are* ugly.
It's funny 'cause it's true.
AAGGGH!
And if I was a better man, then sucker punching you like I just sucker punched you woulda felt cheap...
SMACK
...this one would have felt good...
...but that last one would have felt cheap.
FARUMP
BLUMP
Otto, sweetie, I don't know where on God's green earth you have taken me to...
...or what the clinical name for your kind of crazy is...
But I will tell you...

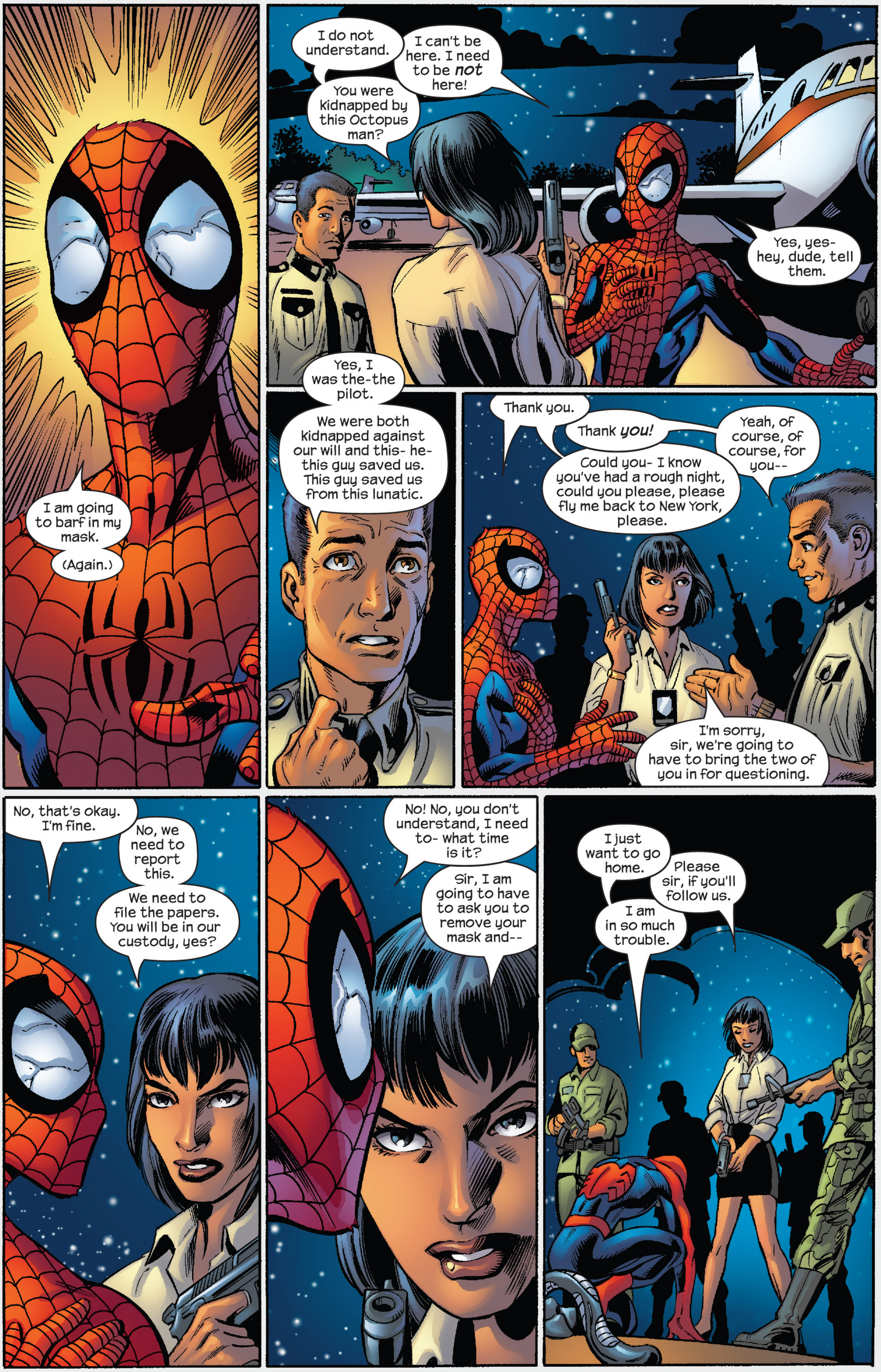

THIS, you had coming!
Oh, no!
No no no no!
Don't you do this to me, Otto!
Don't you beat the tar out of me...
Kidnap me!!
Pull out one of my teeth!!
Break my Web Shooters!!
And take me halfway around the frickin' world!!
And then run out of fight!!

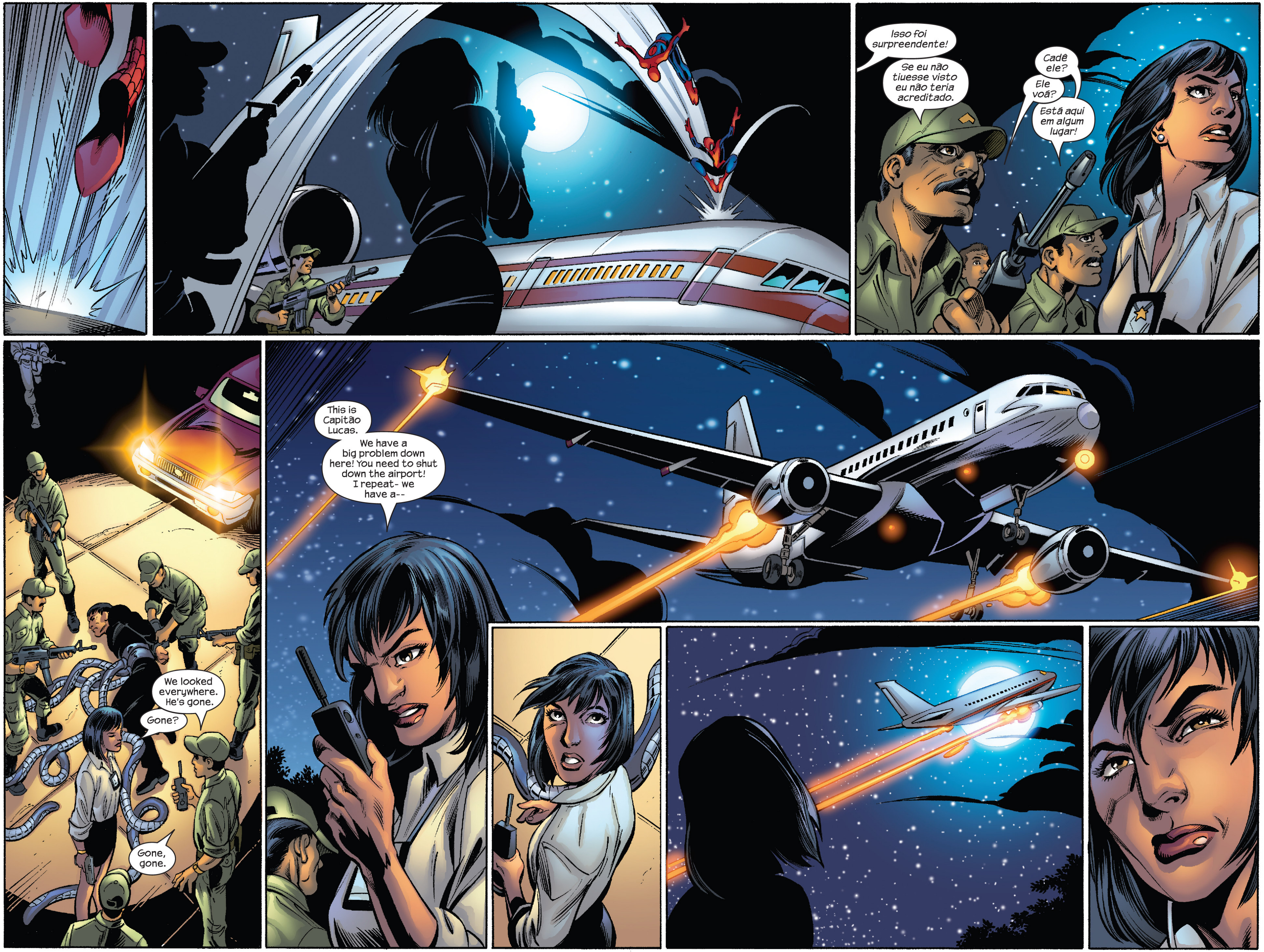

Just when I get going, you're going to wimp out??
BONK
AGH!
Huh??
BONK
Huh??
Ow!
BONK
Ow!
Snap out of it, doof!
This is a big fight scene!
BONK
Ow!
Because after all the guff I have had to take from you, if you think for a second that I'm just going to-- uh-oh!
Você está preso!
AGH!
Ow!
Meu Deus!
O que é isso?

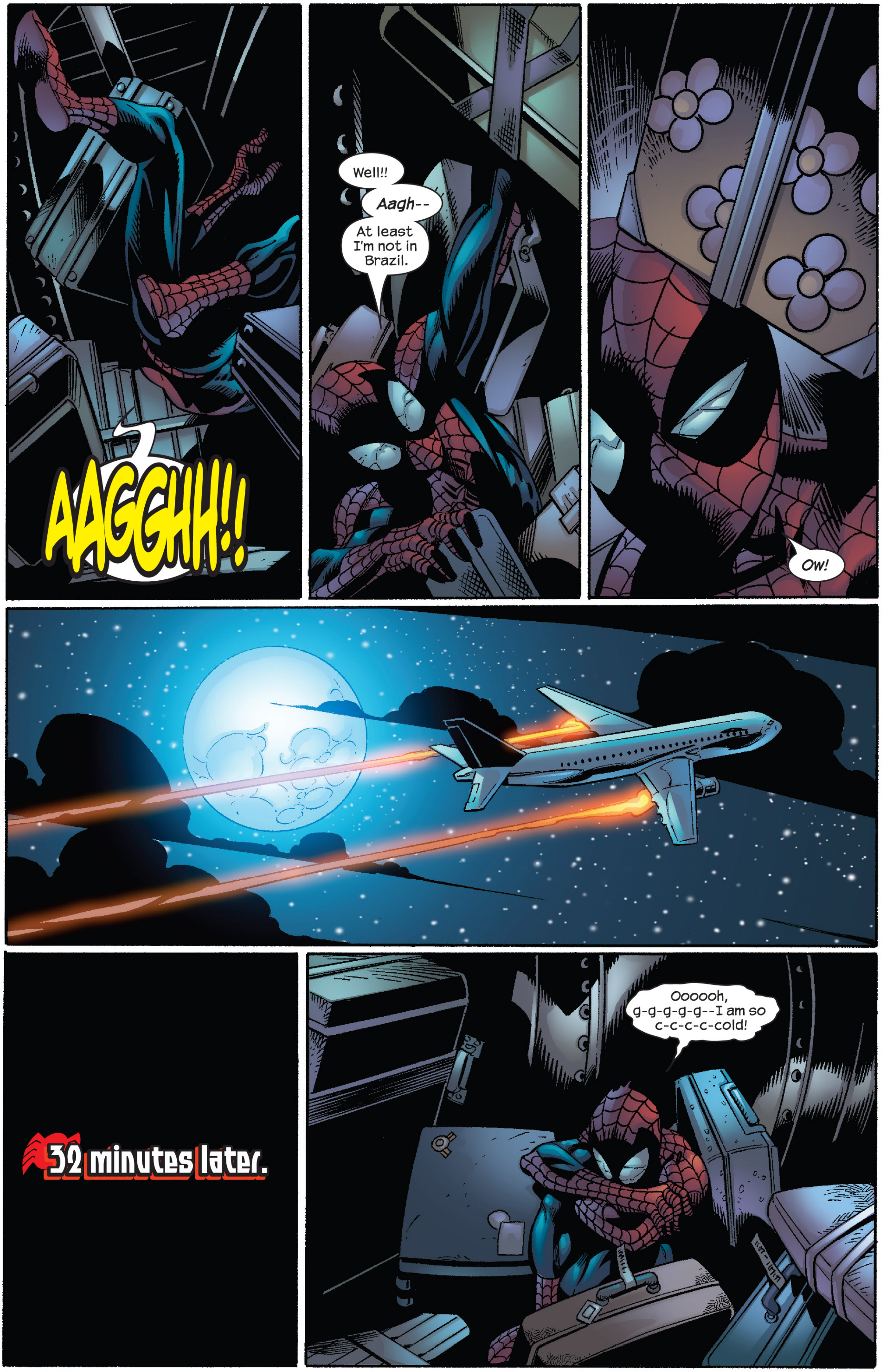

Ow...
Could you guys do me a favor?
Could you go over there to the guy with the metal arms and tell him to practice falling down and that I'll be right there.
No? Nothing?
Well, cut me a break, guys, it's, like, way past my...
...bedtime.
Oh, no...
Área Privada
Área Privada
Oh, no...
Oh, no, I'm not in America, am I?
Oh, man!
Oh, man.
I am so grounded it's *not* even funny.
O que é isso?
Get *away* from me!! All of you!! Get away!!
Agh! Não me pagam suficiente pra me dar com isso!
You people! Get away!!
Get away from me!!
Okay, but one more thing...

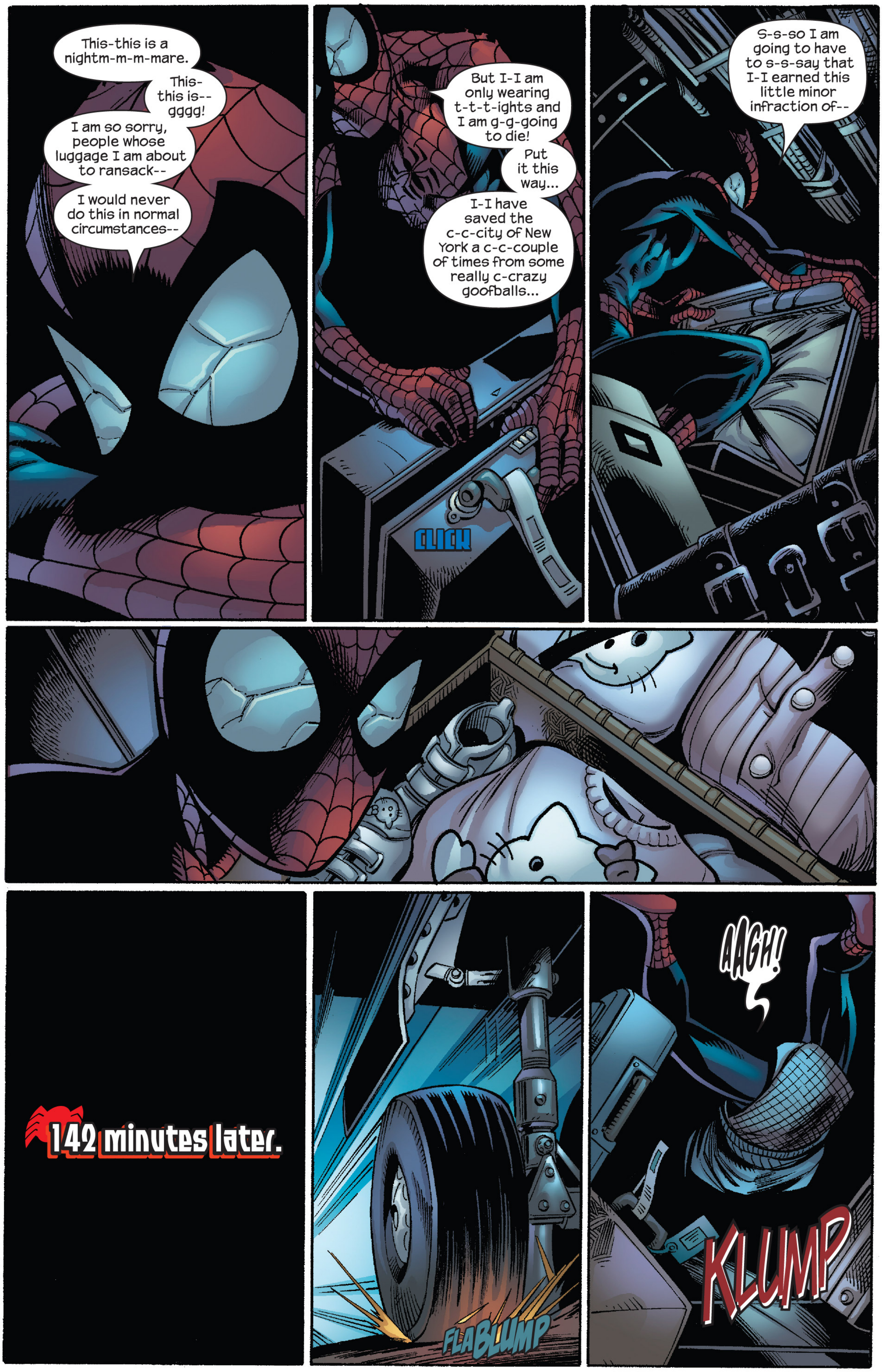

SMACK
SMACK
SMACK
Stay!
Oof!
Whoof...
Man...
I am in so much trouble when I get home.

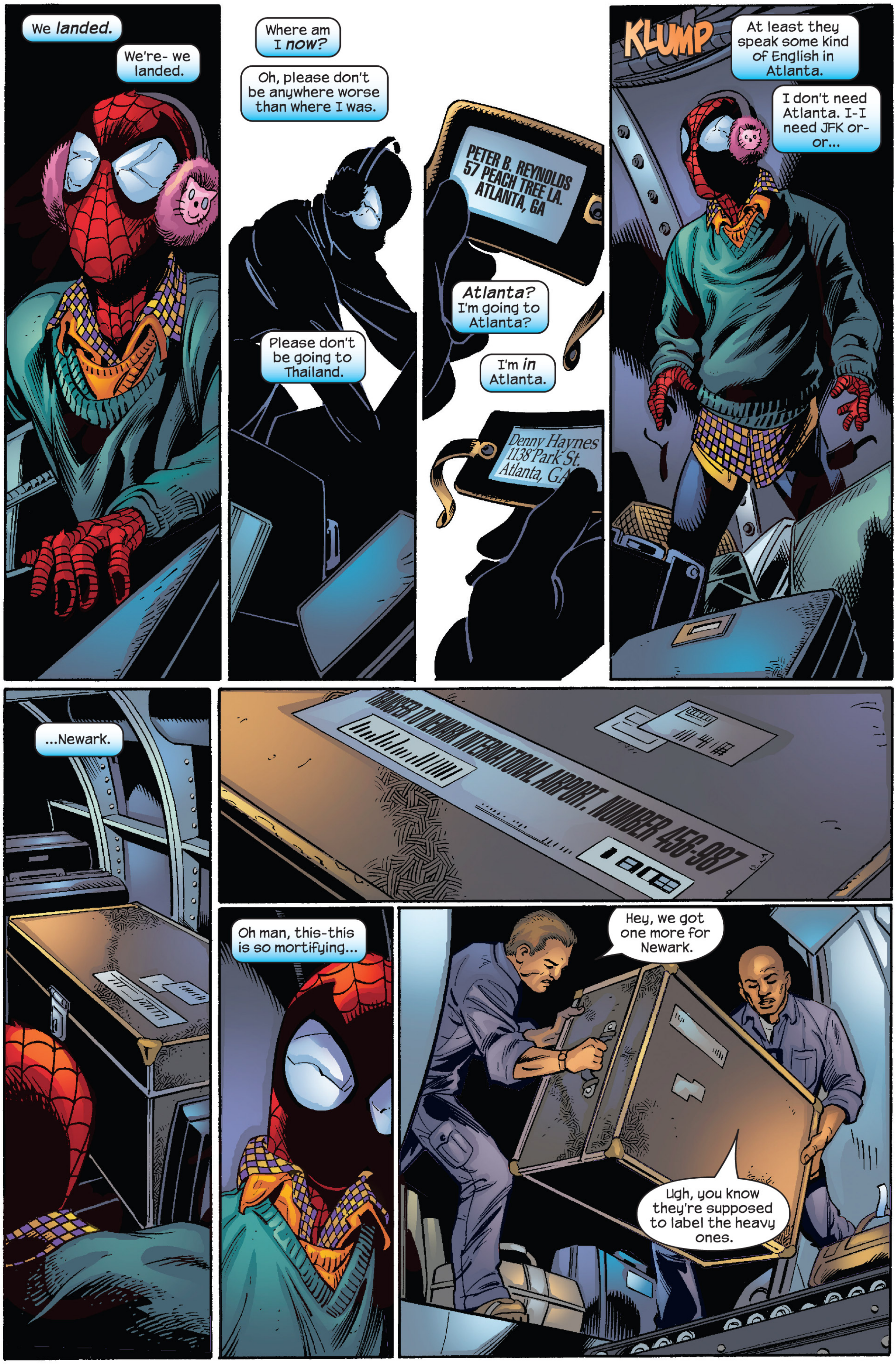

Você está preso!
Todo mundo para!
Nós somos a autoridade!!
Oh, no.
Mãos pra cima.
I swear I will do whatever you say if you say it in English.
Retire sua máscara e identifique-se!
(Oh, man...)
Speako Englisho!!
Please does anyone speak anything even remotely close to English?!
I also speak a little Klingon but I *am* a bit of a nerd, so...
Nem pensa em mover-se!
I swear to God I am going to cry right here.
Ei, Roberto, eu vi estes dois na CNN Internacional. Tu é o Homem Aranha e o Homem Polvo!
I'm just going to start crying like a baby!
Are you really the American Spider-Man?
Oh, thank God!
Yes, yes, believe it or not I am **actually** him.
What are you doing here in this--
Okay, listen, this dude here- this is actually the actual Otto Octavius.
The *Doctor* Octopus!
Yes! Yes. He kidnapped me. Me and that guy-that guy over there--
And he flew us to here- wherever here is.
You do not know where you are?
I am hoping Spanish Harlem but I have a feeling--
You, sir, are in Brazil.

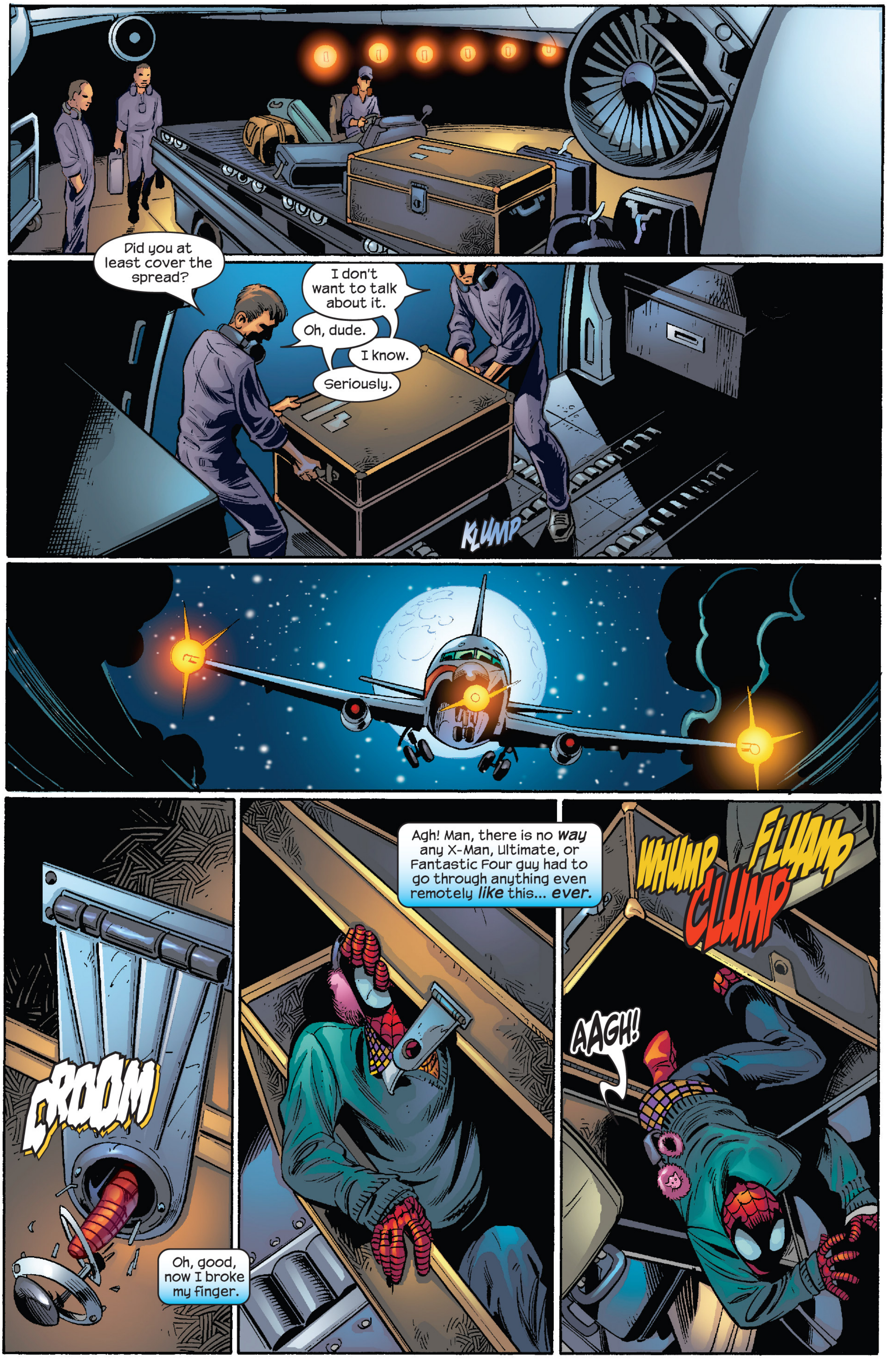

I am going to barf in my mask.
(Again.)
I do not understand.
I can't be here. I need to be *not* here!
You were kidnapped by this Octopus man?
Yes, yes- hey, dude, tell them.
Yes, I was the-the pilot.
We were both kidnapped against our will and this- he- this guy saved us. This guy saved us from this lunatic.
Thank you.
Thank *you!*
Could you- I know you've had a rough night, could you please, please fly me back to New York, please.
Yeah, of course, of course, for you--
I'm sorry, sir, we're going to have to bring the two of you in for questioning.
No, that's okay. I'm fine.
No, we need to report this.
We need to file the papers. You will be in our custody, yes?
No! No, you don't understand, I need to- what time is it?
Sir, I am going to have to ask you to remove your mask and--
I just want to go home.
Please sir, if you'll follow us.
I am in so much trouble.

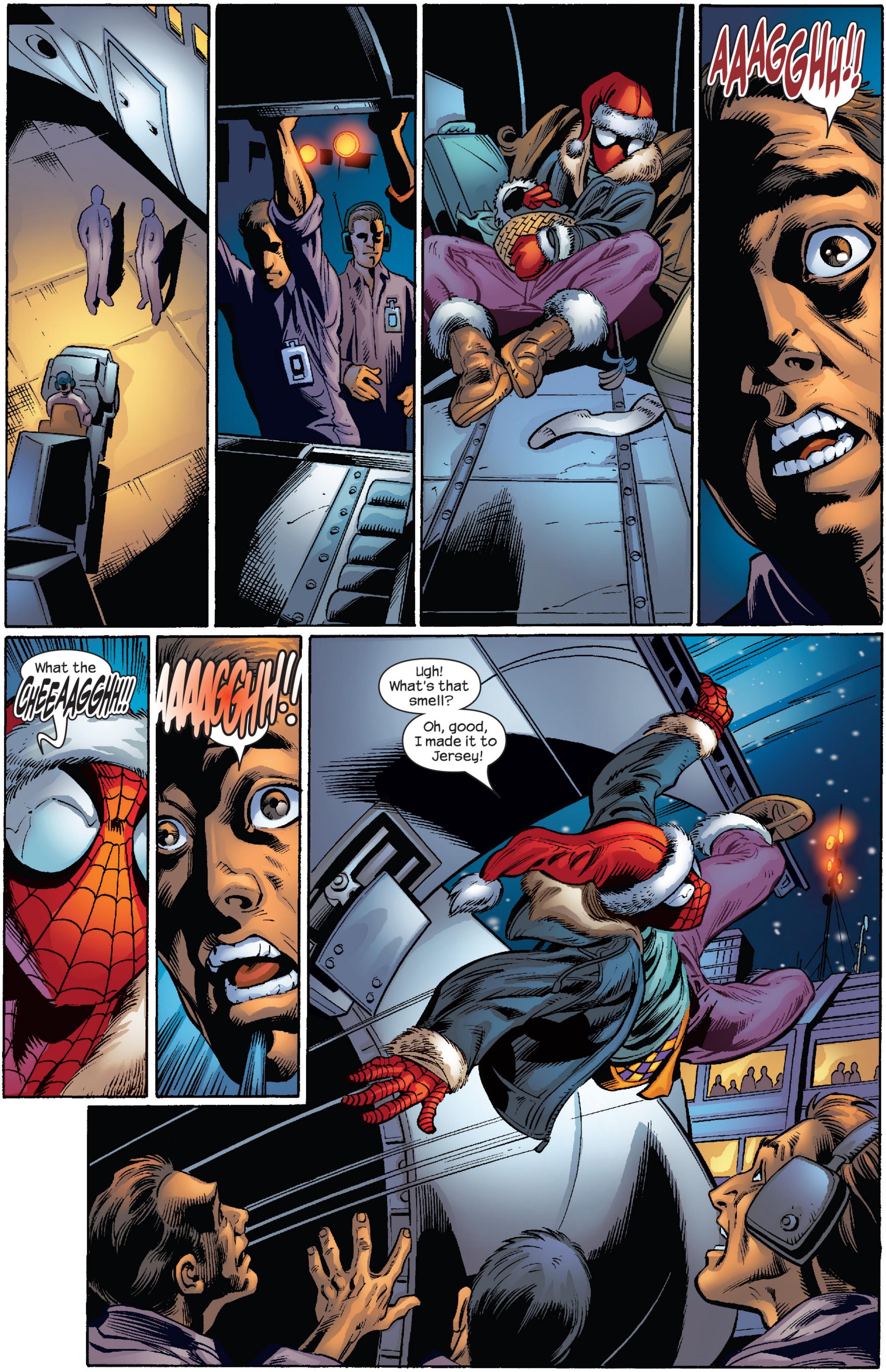

Isso foi surpreendente!
Se eu não tiuesse visto eu não teria acreditado.
Cadê ele?
Ele voá?
Está aqui em algum lugar!
We looked everywhere. He's gone.
Gone?
Gone, gone.
This is Capitão Lucas.
We have a big problem down here! You need to shut down the airport! I repeat- we have a--

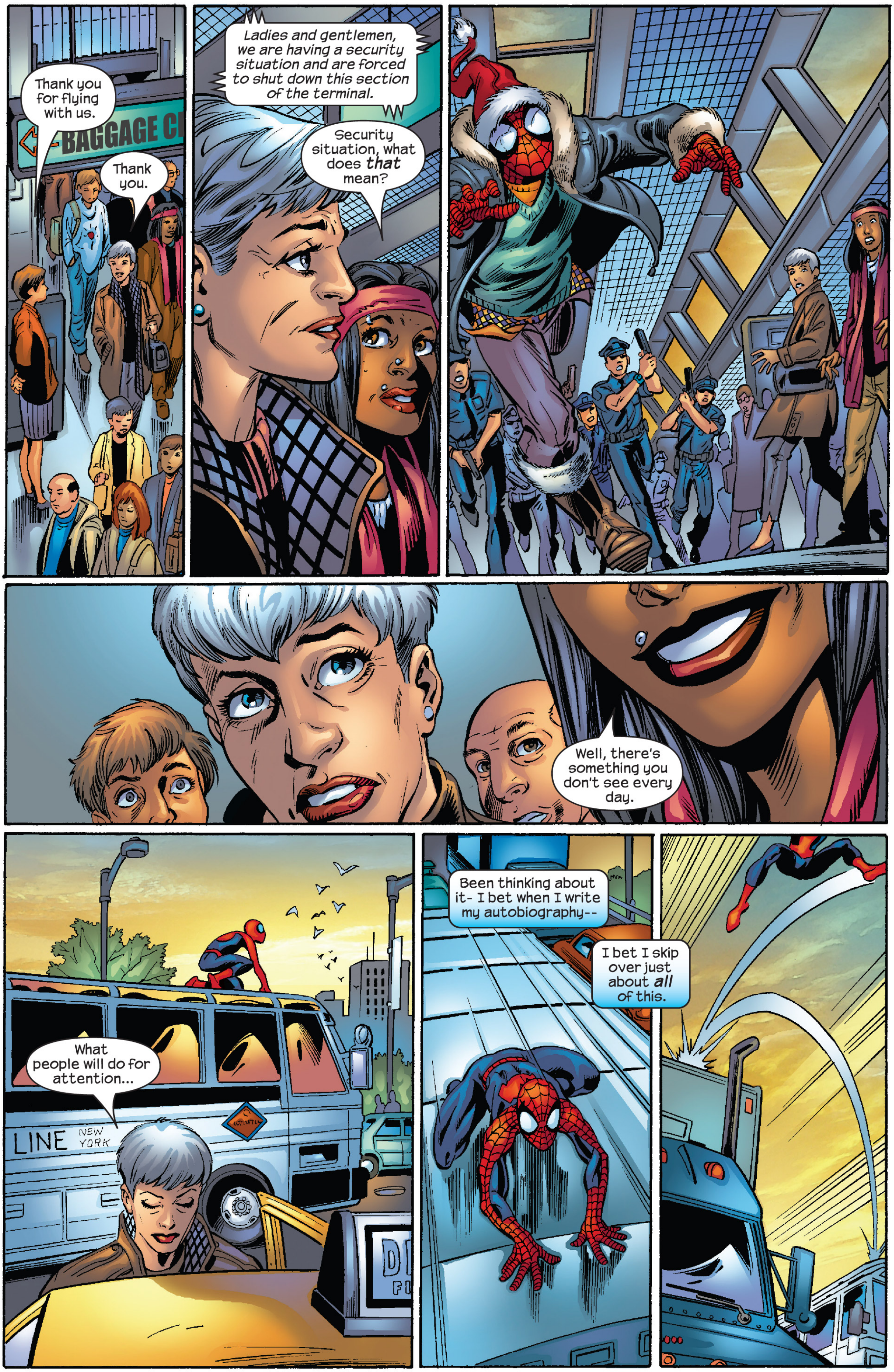

AAGGHH!!
Well!!
Aagh--
At least I'm not in Brazil.
Ow!
32 minutes later.
Oooooh, g-g-g-g-g--I am so c-c-c-c-cold!

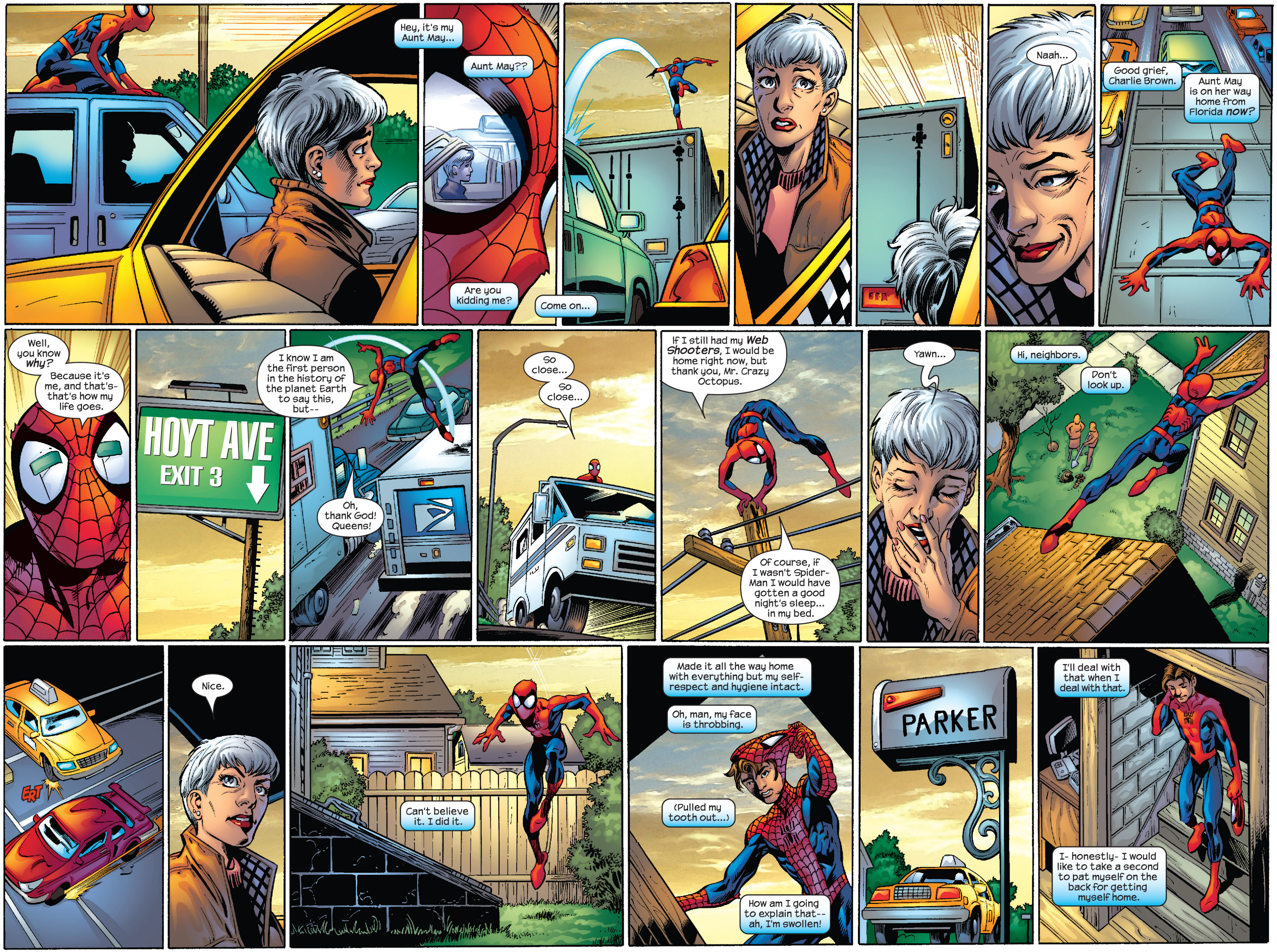

This-this is a nightm-m-m-mare.
This-this is--gggg!
I am so sorry, people whose luggage I am about to ransack--
I would never do this in normal circumstances--
But I-I am only wearing t-t-t-ights and I am g-g-going to die!
Put it this way...
I-I have saved the c-c-city of New York a c-c-couple of times from some really c-crazy goofballs...
CLICK
S-s-so I am going to have to s-s-say that I-I earned this little minor infraction of--
142 minutes later.
FLABLUMP
AAGH!
KLUMP

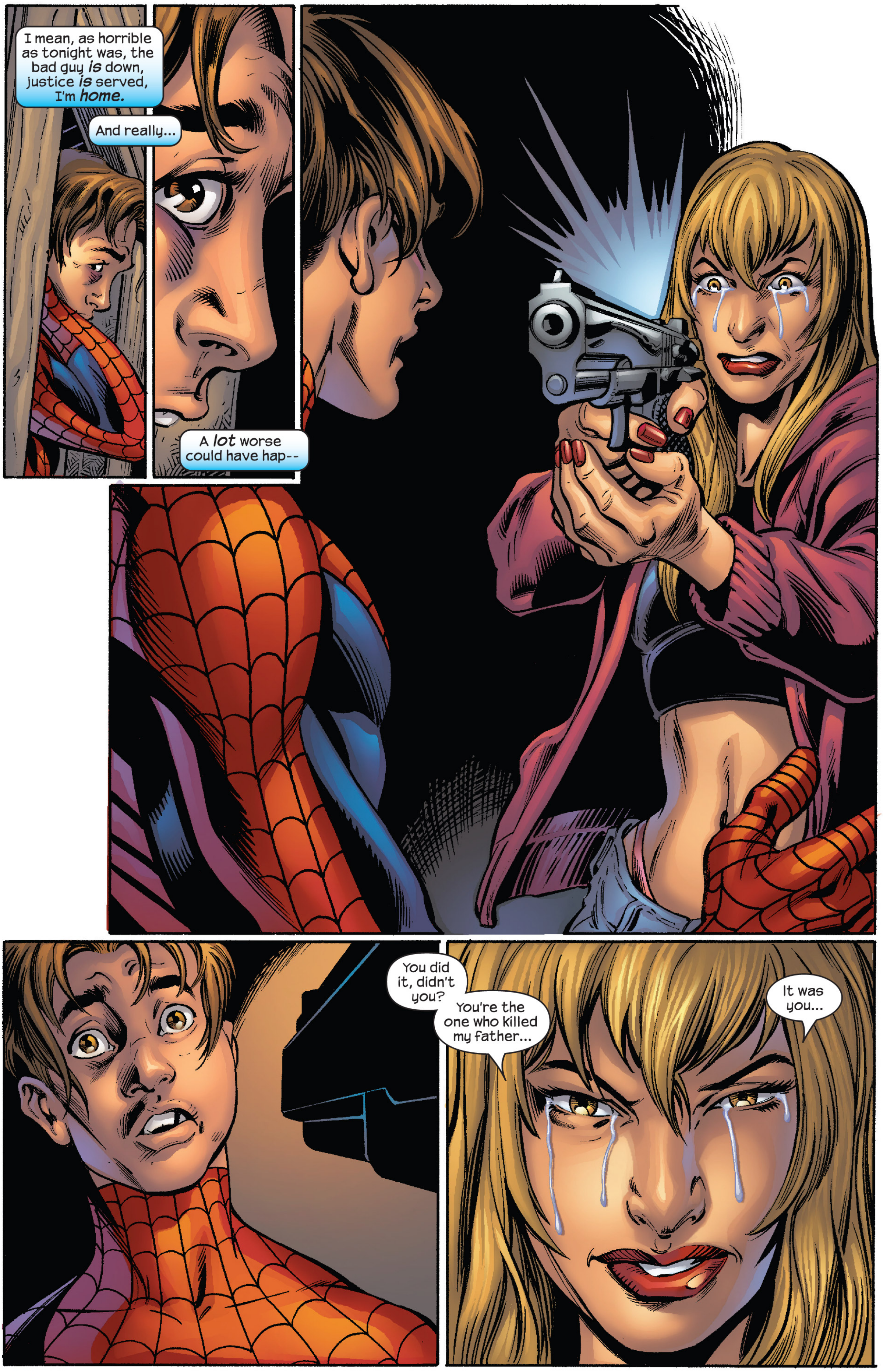

We landed.
We're- we landed.
Where am I now?
Oh, please don't be anywhere worse than where I was.
Please don't be going to Thailand.
PETER B. REYNOLDS 57 PEACH TREE LA. ATLANTA, GA
Atlanta? I'm going to Atlanta?
I'm in Atlanta.
Denny Haynes 1138 Park St. Atlanta, GA
KLUMP
At least they speak some kind of English in Atlanta.
I don't need Atlanta. I-I need JFK or- or...
...Newark.
TRANSFER TO NEWARK INTERNATIONAL AIRPORT. NUMBER 456-987
Oh man, this-this is so mortifying...
Hey, we got one more for Newark.
Ugh, you know they're supposed to label the heavy ones.


Did you at least cover the spread?
I don't want to talk about it.
Oh, dude.
I know.
Seriously.
KLUMP
CROOM
Oh, good, now I broke my finger.
Agh! Man, there is no *way* any X-Man, Ultimate, or Fantastic Four guy had to go through anything even remotely *like* this... *ever.*
WHUMP
FLUMP
CLUMP
AAGH!

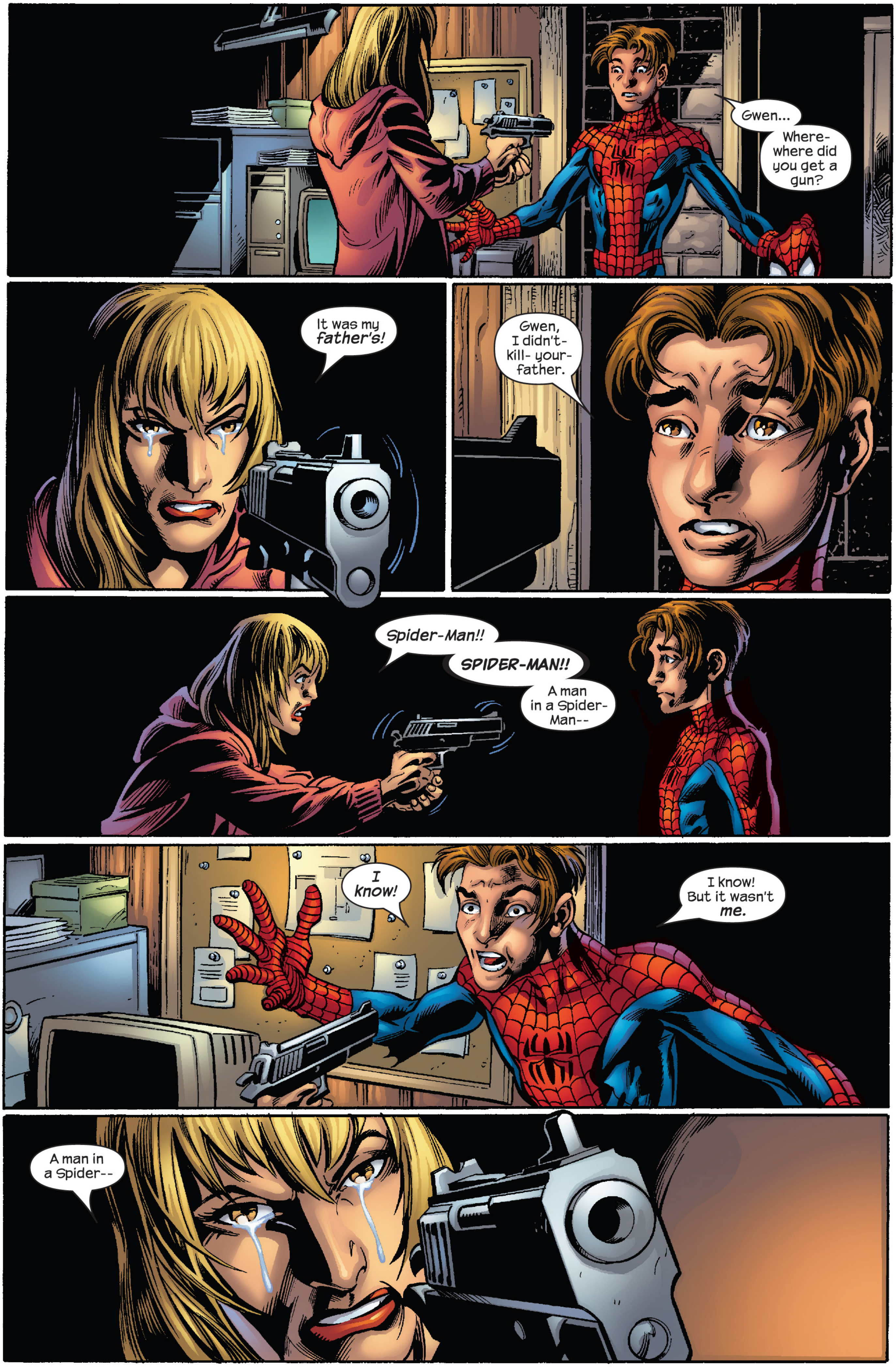

AAAGGHH!!
What the CHEEAAGGHH!!!
AAAAGGHH!!
Ugh! What's that smell?
Oh, good, I made it to Jersey!

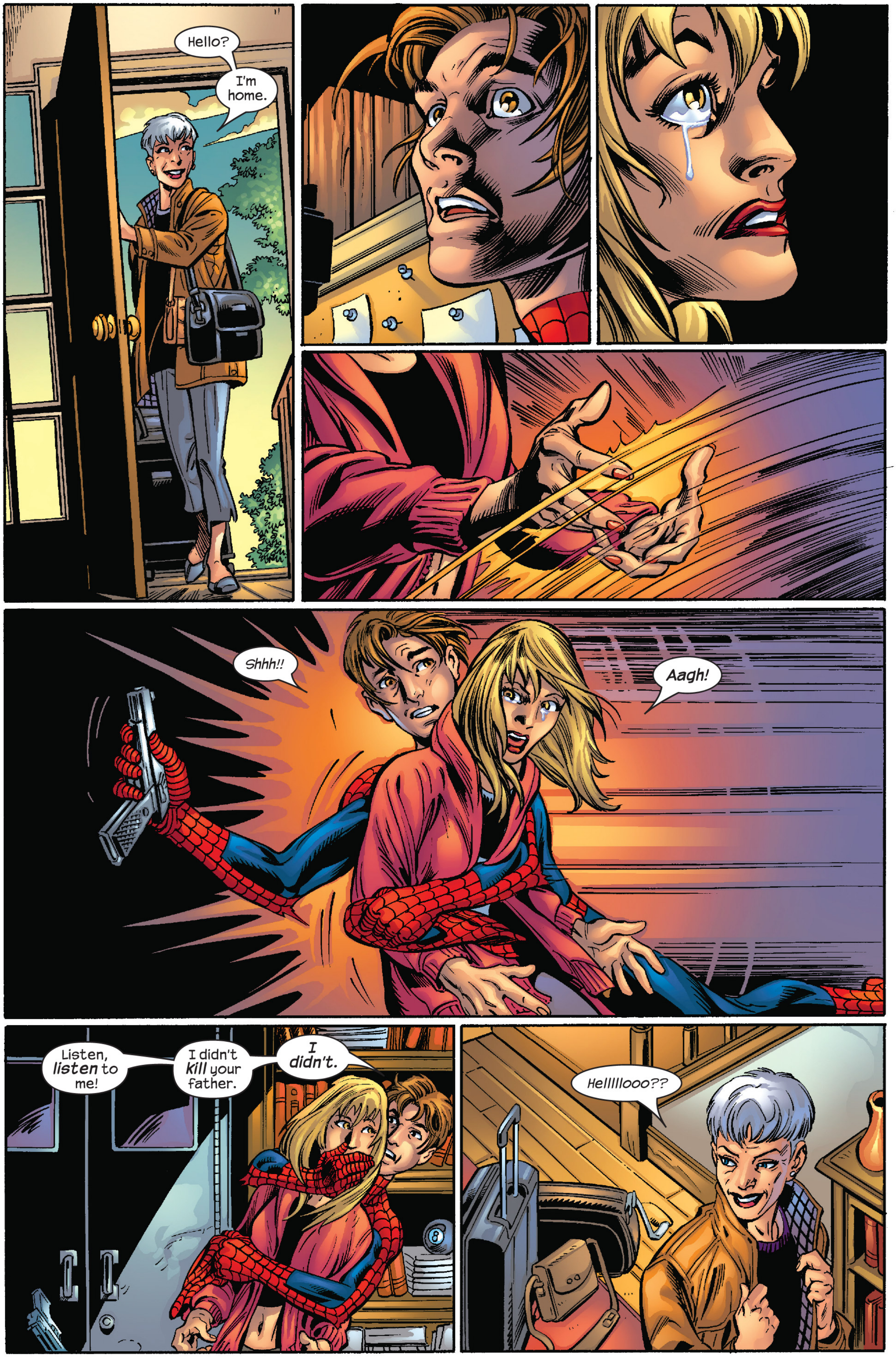

Thank you for flying with us.
BAGGAGE C
Thank you.
Ladies and gentlemen, we are having a security situation and are forced to shut down this section of the terminal.
Security situation, what does *that* mean?
Well, there's something you don't see every day.
What people will do for attention...
LINE NEW YORK
Been thinking about it- I bet when I write my autobiography--
I bet I skip over just about *all* of this.

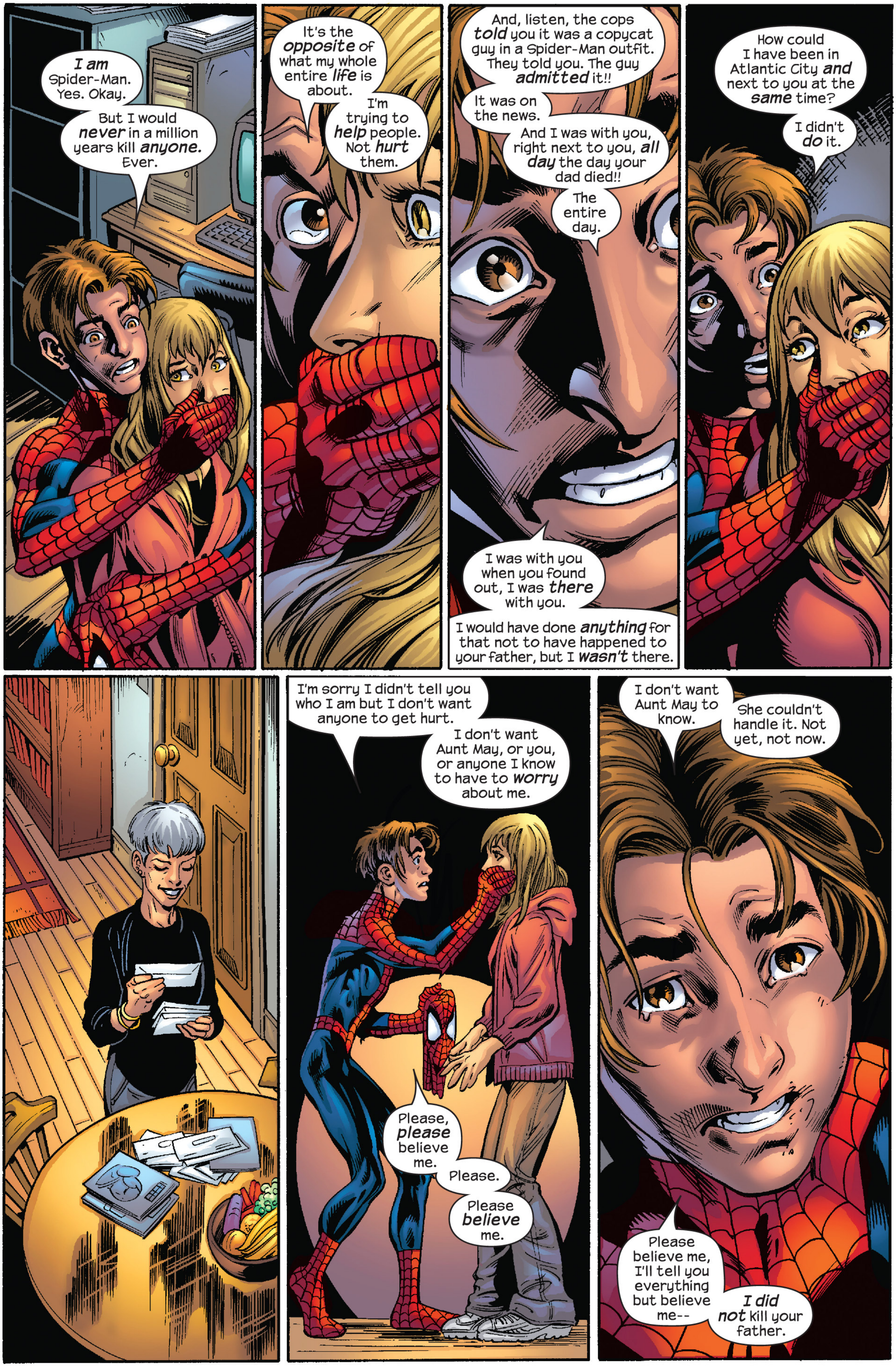

Hey, it's my Aunt May...
Aunt May??
Are you kidding me?
Come on...
Naah...
Good grief, Charlie Brown.
Aunt May is on her way home from Florida *now?*
Well, you know *why?*
Because it's me, and that's- that's how my life goes.
HOYT AVE
EXIT 3
I know I am the first person in the history of the planet Earth to say this, but--
Oh, thank God! Queens!
So close...
So close...
If I still had my **Web Shooters**, I would be home right now, but thank you, Mr. Crazy Octopus.
Of course, if I wasn't Spider-Man I would have gotten a good night's sleep... in my bed.
Yawn...
Hi, neighbors.
Don't look up.
ERT
Nice.
Can't believe it. I did it.
Made it all the way home with everything but my self-respect and hygiene intact.
Oh, man, my face is throbbing.
(Pulled my tooth out...)
How am I going to explain that-- ah, I'm swollen!
PARKER
I'll deal with that when I deal with that.
I- honestly- I would like to take a second to pat myself on the back for getting myself home.

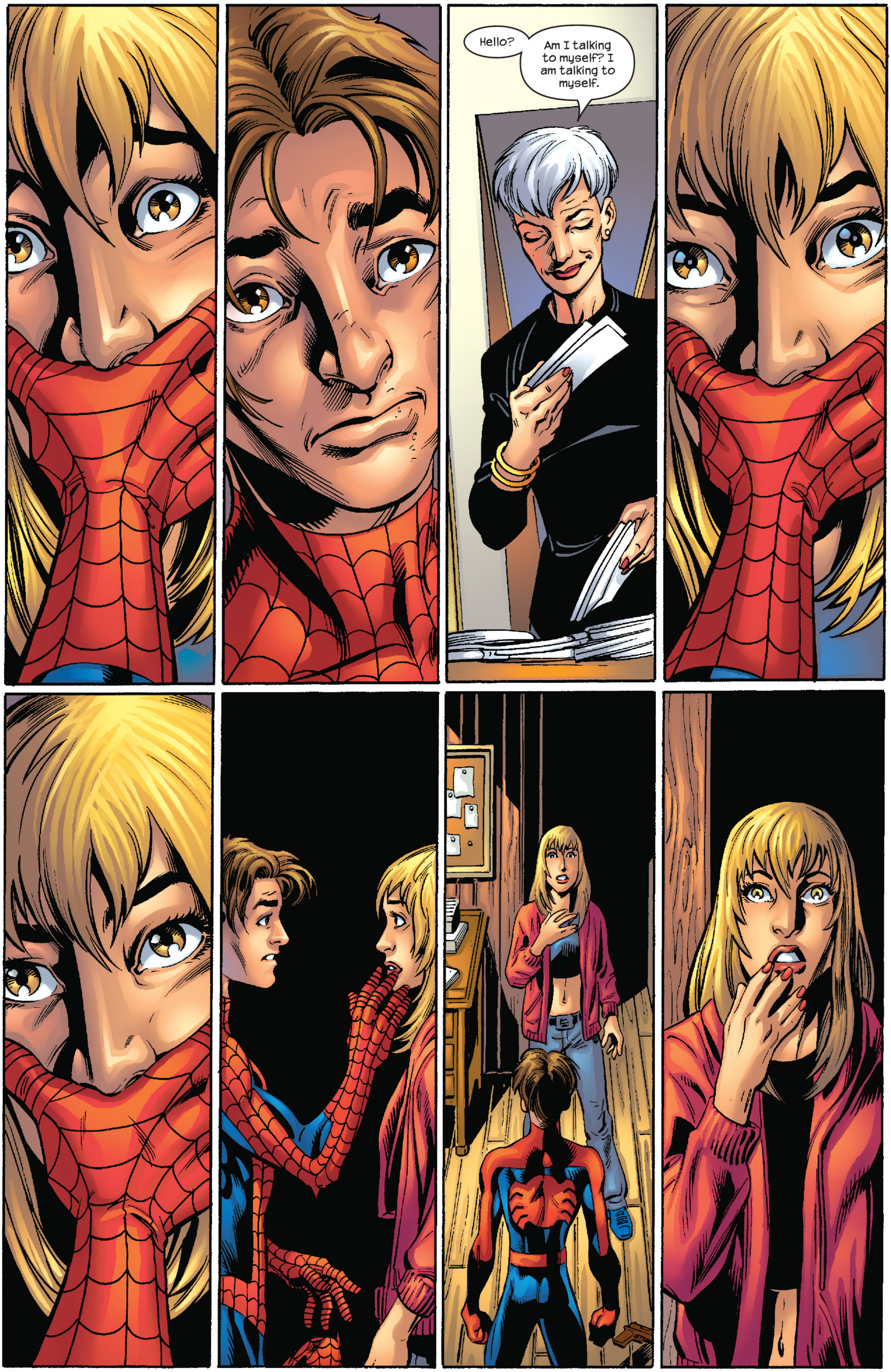

I mean, as horrible as tonight was, the bad guy *is* down, justice *is* served, I'm *home.*
And really...
A *lot* worse could have hap--
You did it, didn't you?
You're the one who killed my father...
It was you...

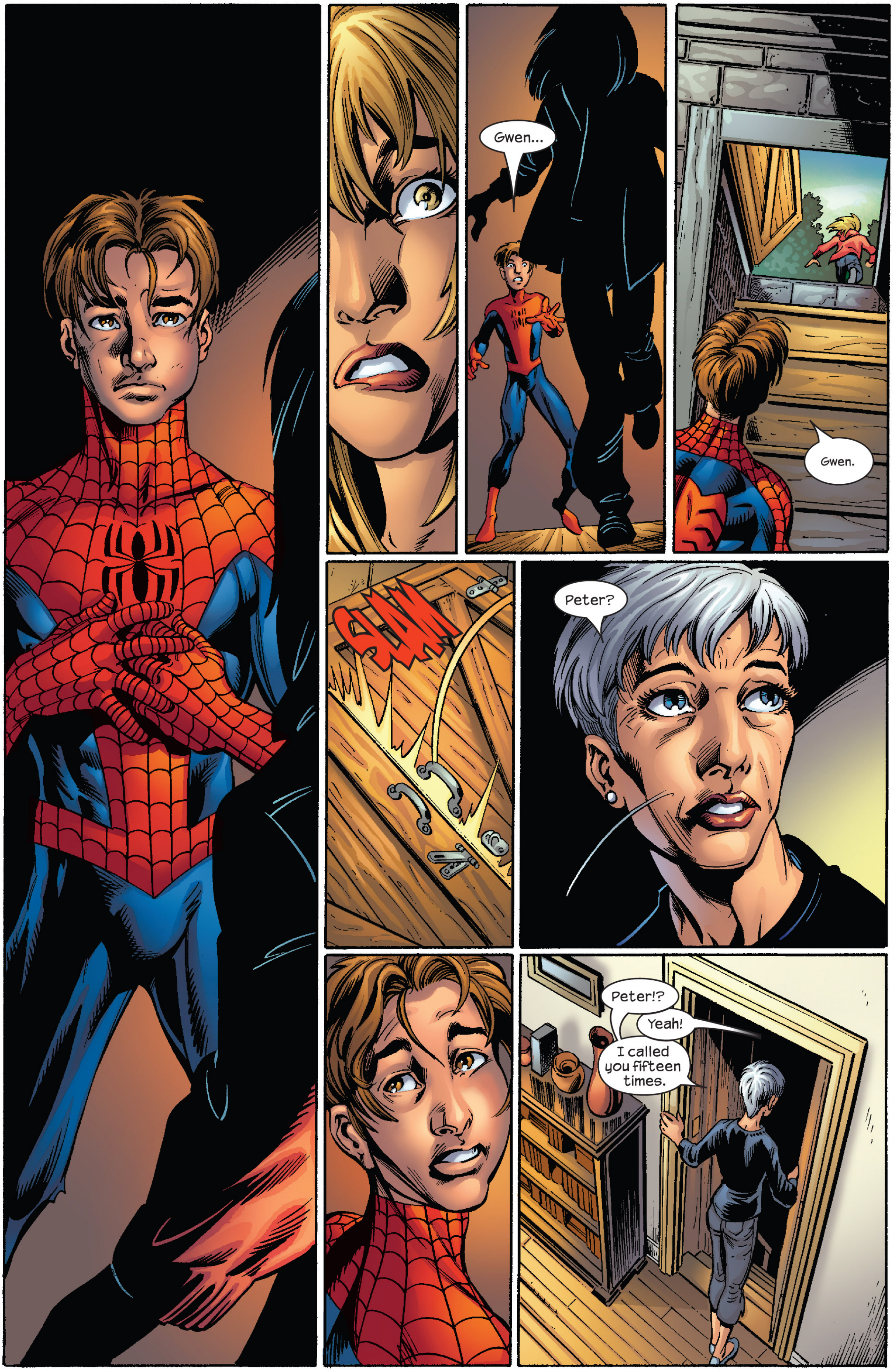
59
Bagley
Isanove

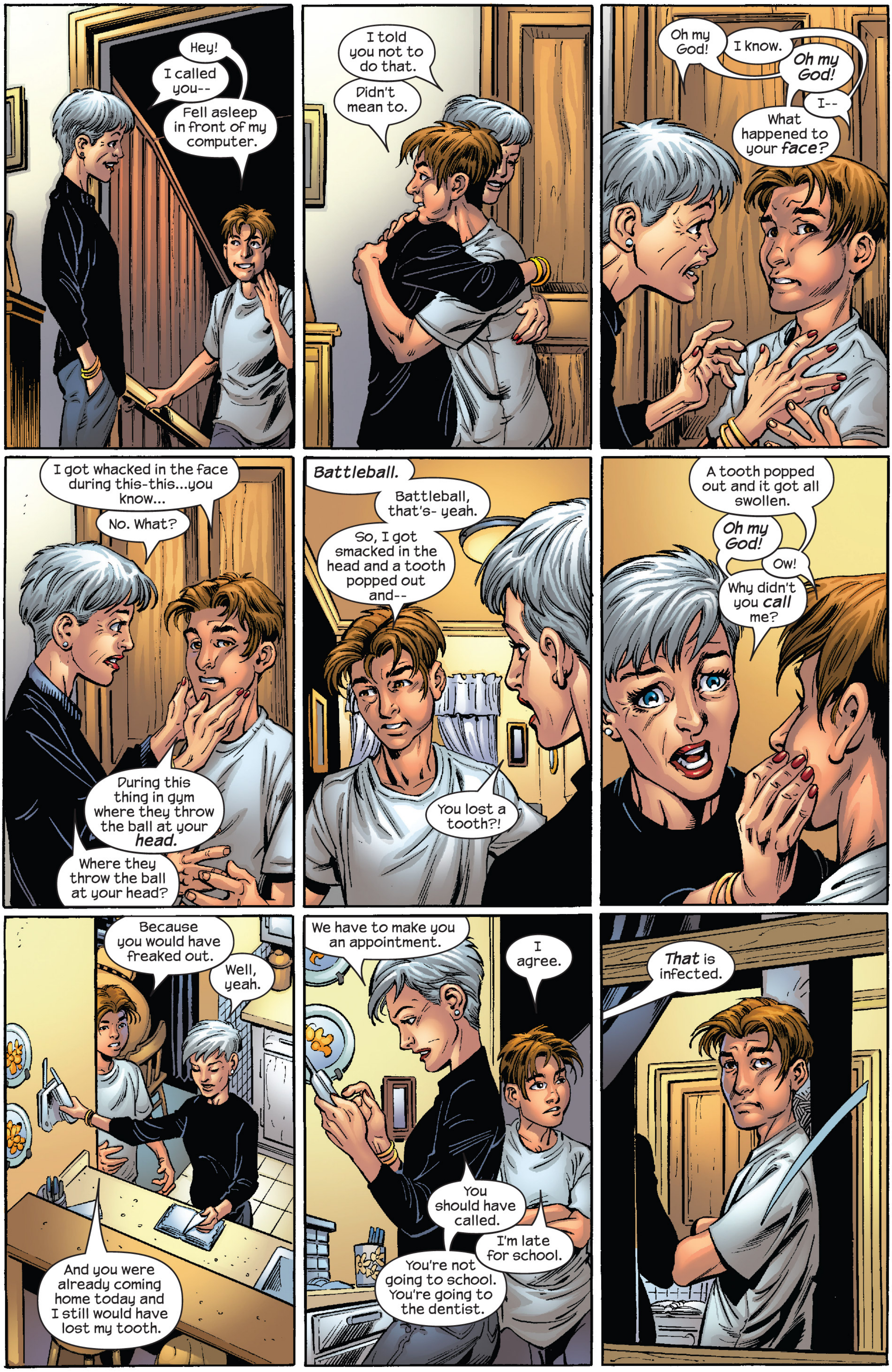

Gwen...
Where- where did you get a gun?
It was my *father's!*
Gwen, I didn't- kill- your- father.
Spider-Man!!
SPIDER-MAN!!
A man in a Spider-Man--
I know!
I know! But it wasn't *me.*
A man in a Spider--

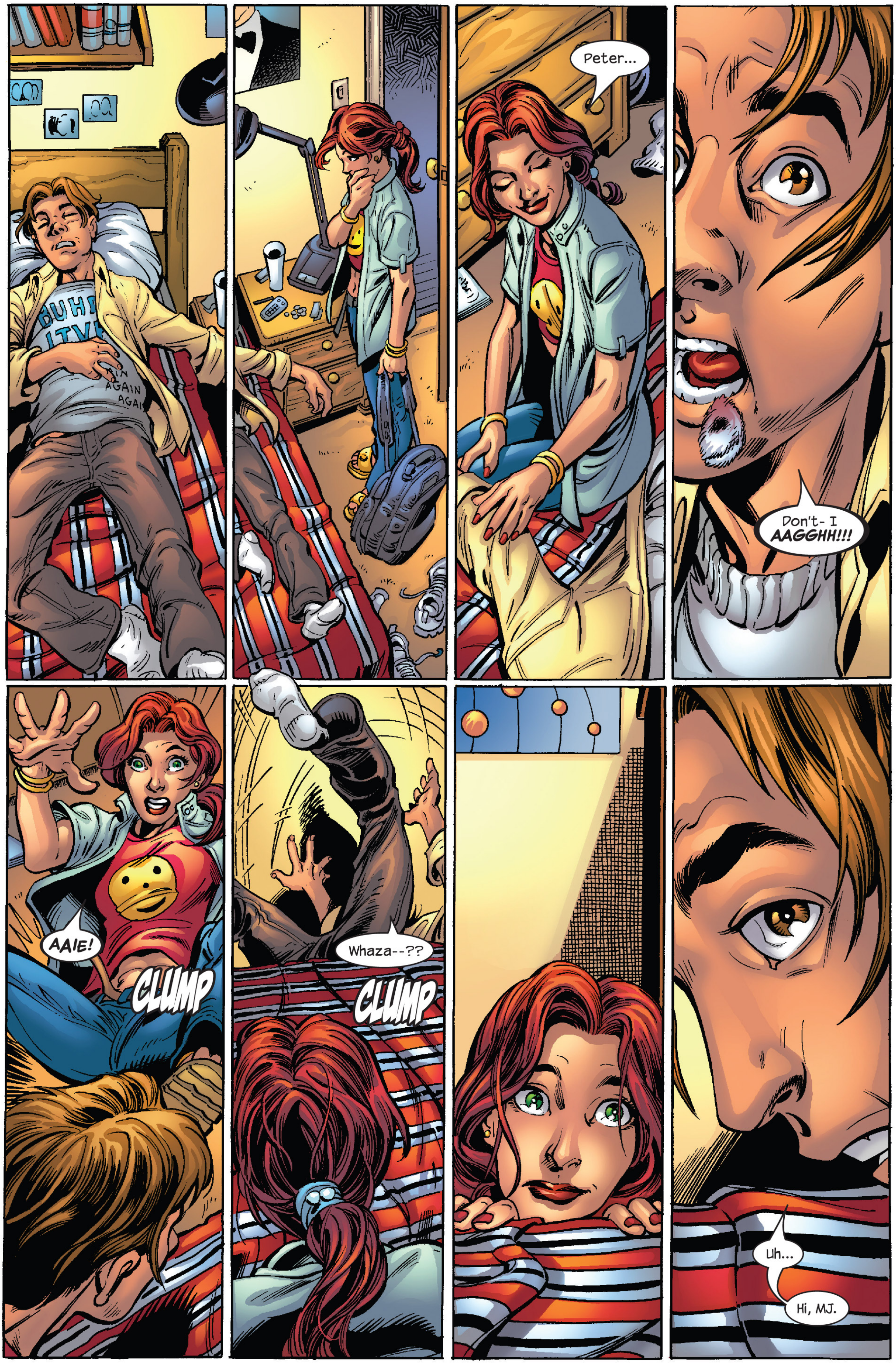

Hello?
I'm home.
Shhh!!
Aagh!
Listen, *listen* to me!
I didn't *kill* your father.
I didn't.
Hellllllooo??

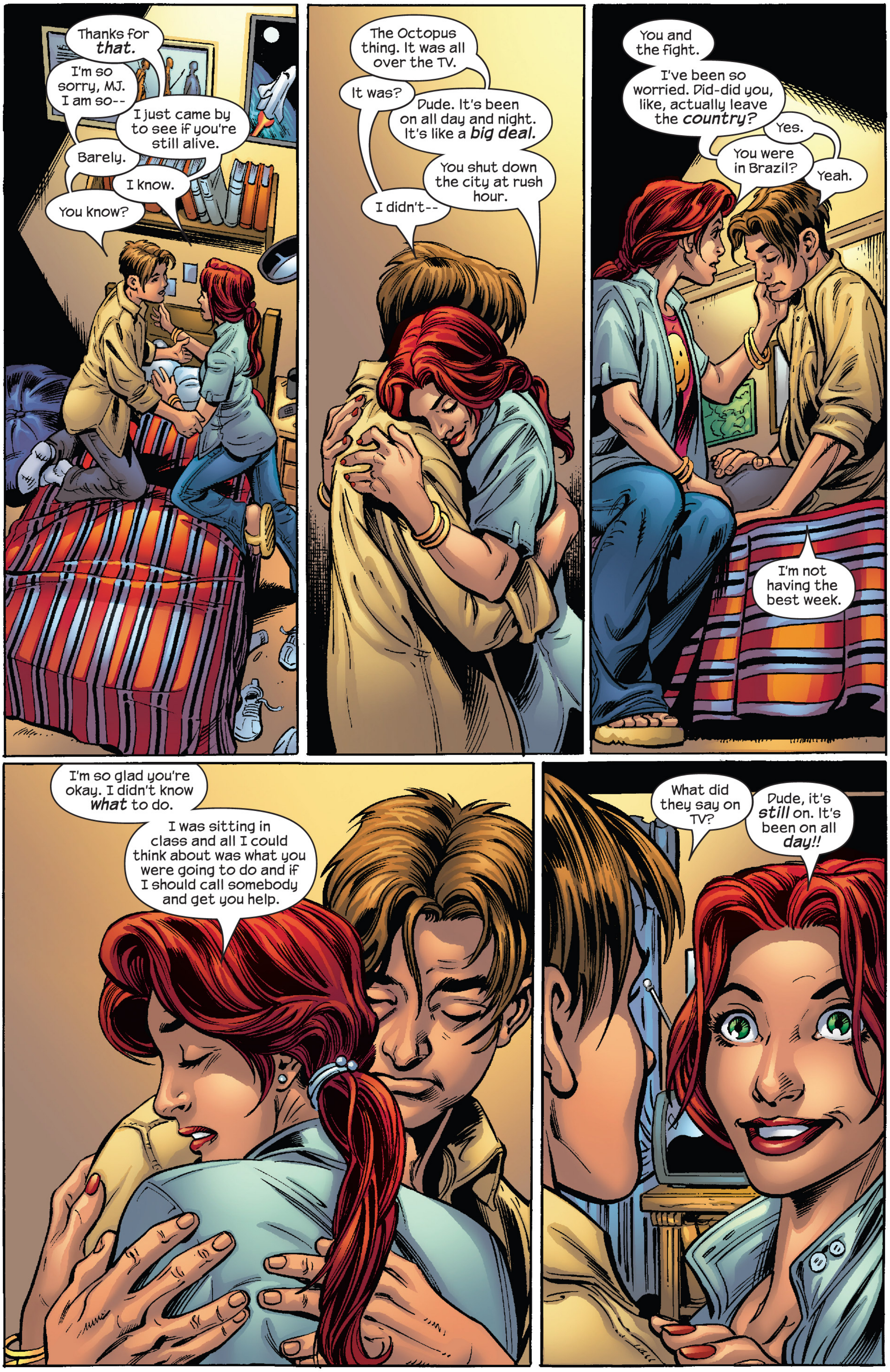

I am Spider-Man. Yes. Okay.
But I would *never* in a million years kill *anyone.* Ever.
It's the *opposite* of what my whole entire *life* is about.
I'm trying to *help* people. Not *hurt* them.
And, listen, the cops *told* you it was a copycat guy in a Spider-Man outfit. They told you. The guy *admitted* it!!
It was on the news.
And I was with you, right next to you, *all day* the day your dad died!!
The entire day.
I was with you when you found out, I was *there* with you.
I would have done *anything* for that not to have happened to your father, but I *wasn't* there.
How could I have been in Atlantic City *and* next to you at the *same* time?
I didn't *do* it.
I'm sorry I didn't tell you who I am but I don't want anyone to get hurt.
I don't want Aunt May, or you, or anyone I know to have to *worry* about me.
Please, *please* believe me.
Please.
Please *believe* me.
I don't want Aunt May to know.
She couldn't handle it. Not yet, not now.
Please believe me, I'll tell you everything but believe me--
I did not kill your father.

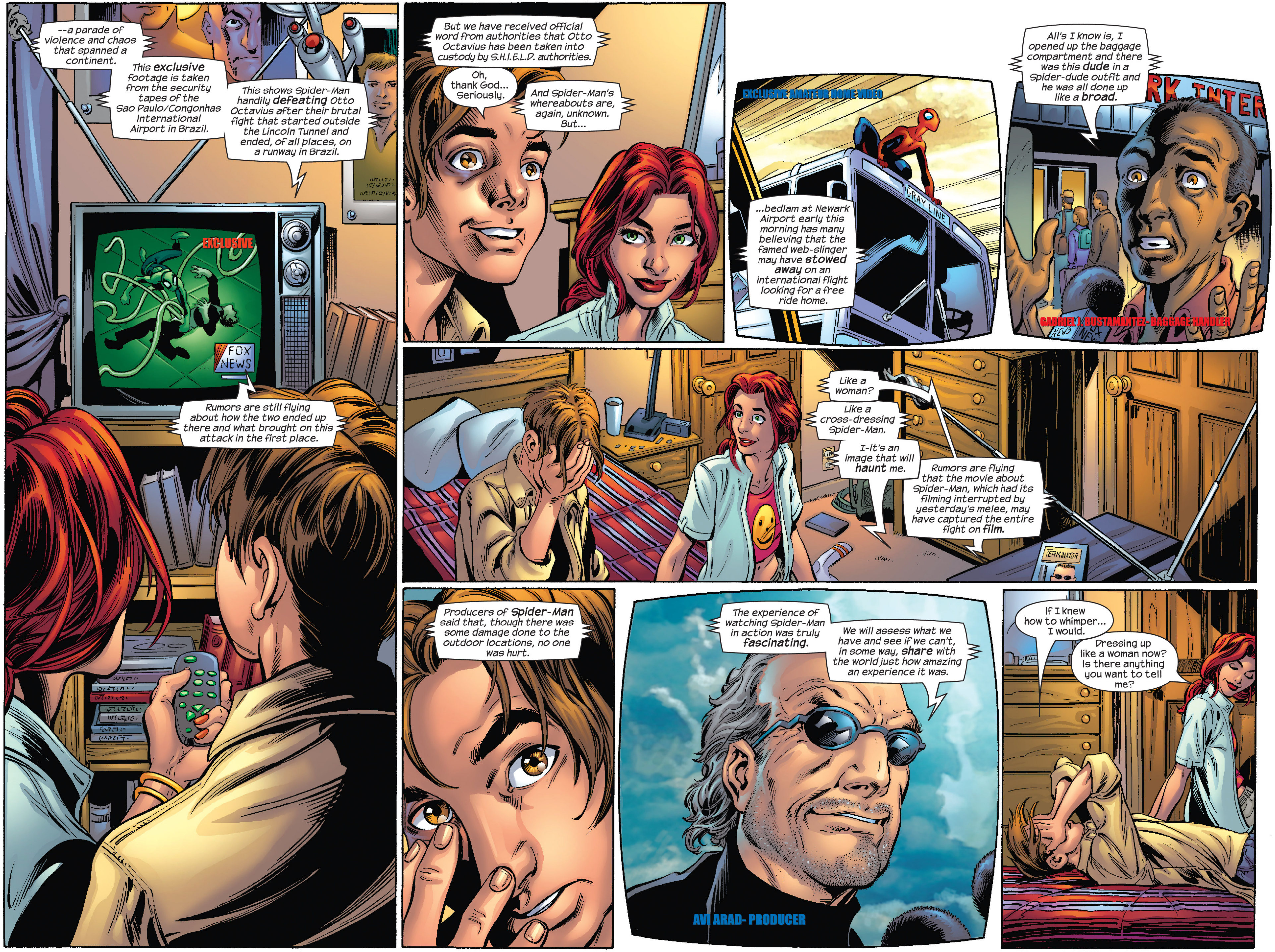

Hello?
Am I talking to myself? I am talking to myself.

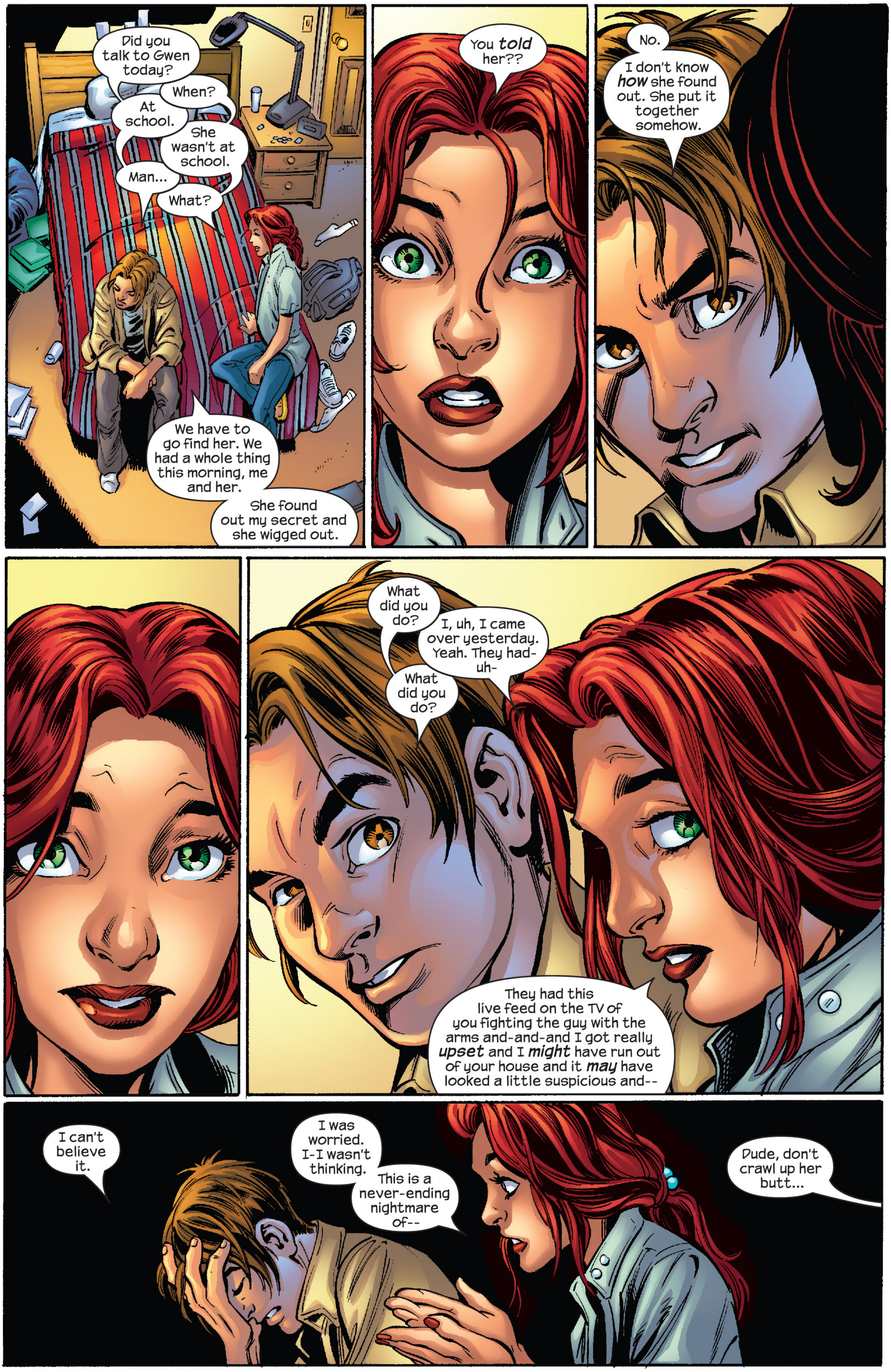

Gwen...
Gwen.
SLAM
Peter?
Peter!?
Yeah!
I called you fifteen times.

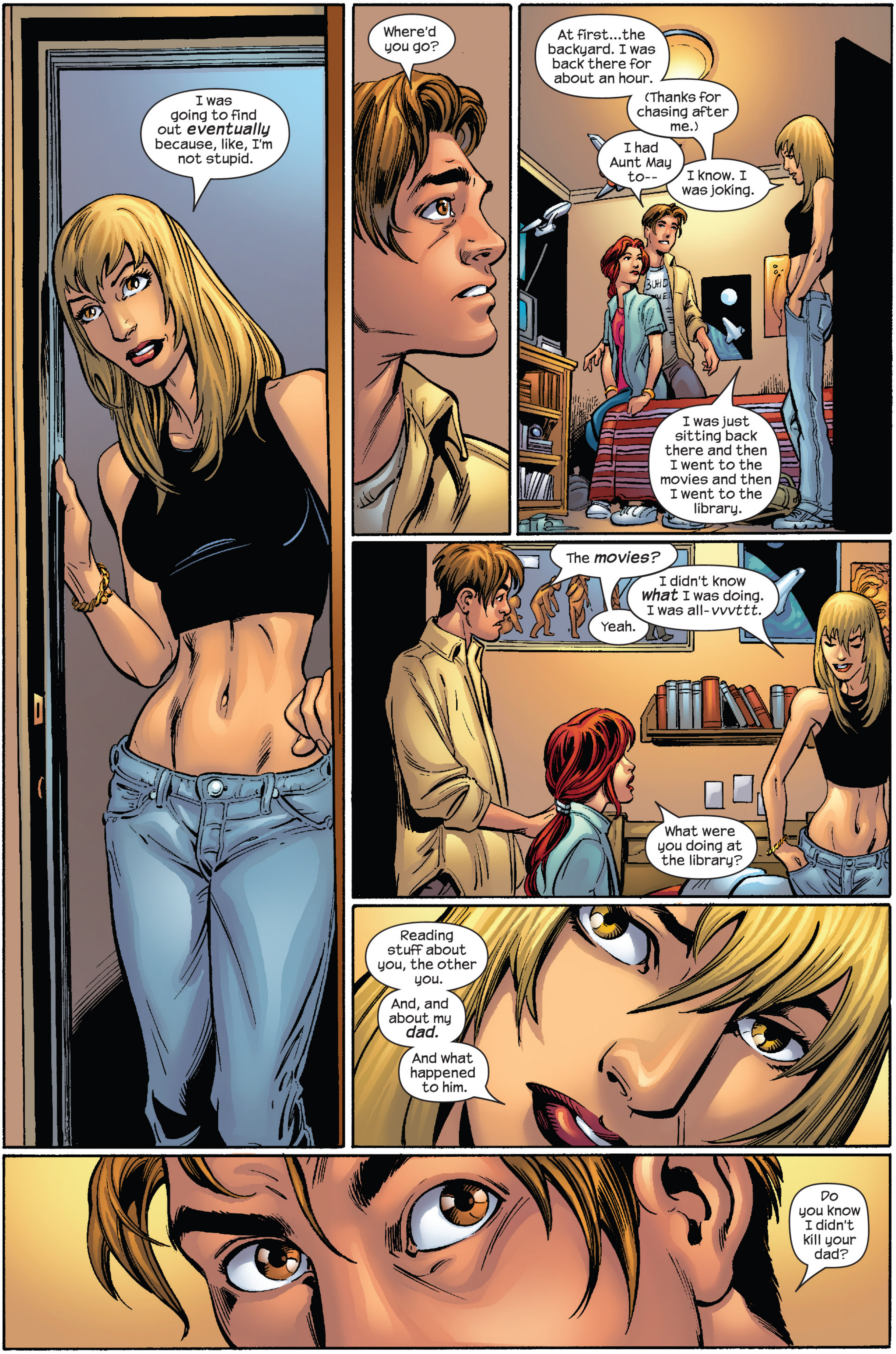

Hey!
I called you--
Fell asleep in front of my computer.
I told you not to do that.
Didn't mean to.
Oh my God!
I know.
Oh my God!
I--
What happened to your *face?*
I got whacked in the face during this-this...you know...
No. What?
During this thing in gym where they throw the ball at your ***head.***
Where they throw the ball at your head?
Battleball.
Battleball, that's- yeah.
So, I got smacked in the head and a tooth popped out and--
You lost a tooth?!
A tooth popped out and it got all swollen.
Oh my God!
Ow!
Why didn't you *call* me?
Because you would have freaked out.
Well, yeah.
And you were already coming home today and I still would have lost my tooth.
We have to make you an appointment.
I agree.
You should have called.
I'm late for school.
You're not going to school. You're going to the dentist.
That is infected.

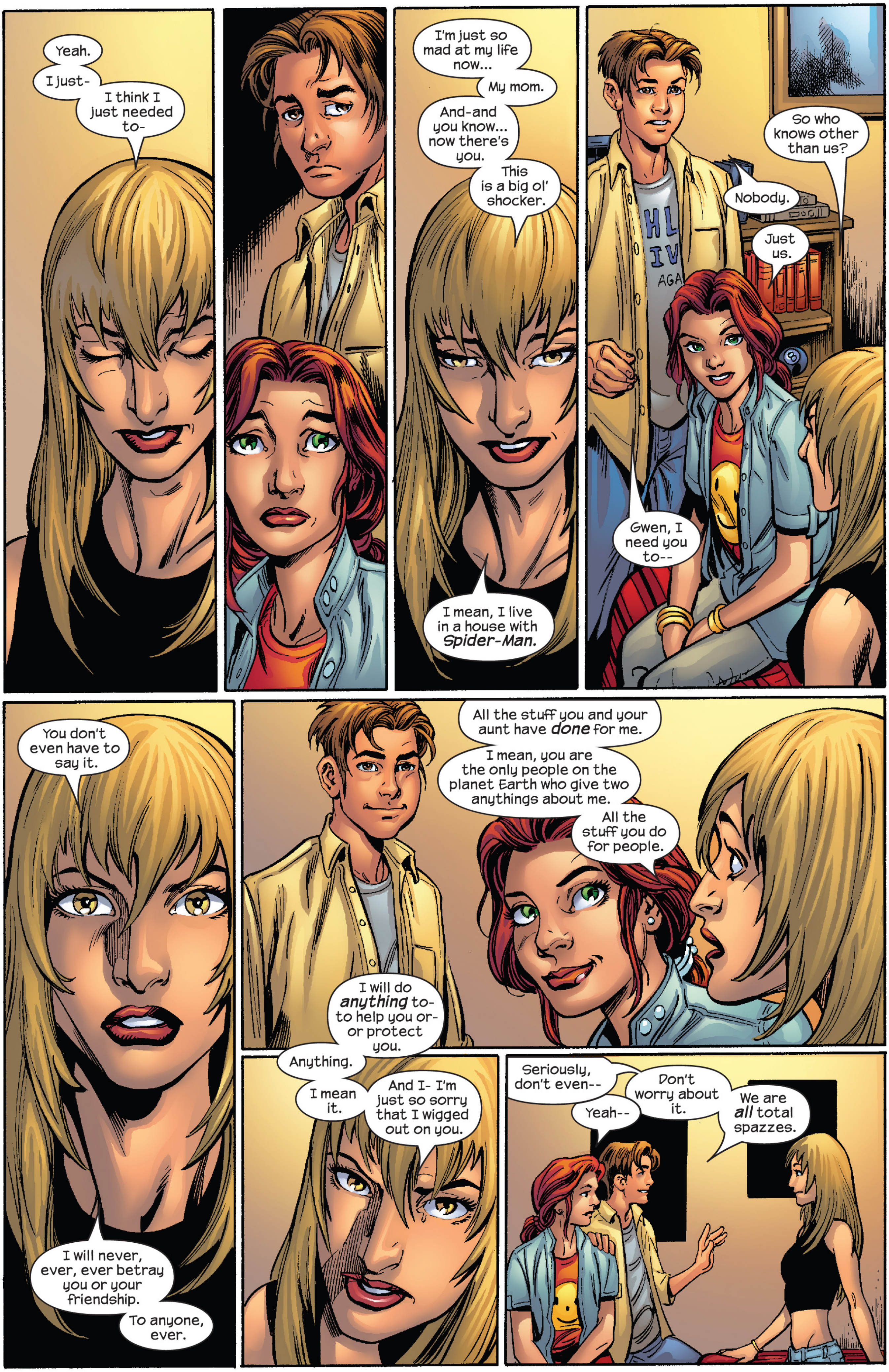

Peter...
Don't- I **AAGGHH!!!**
AAIE!
CLUMP
Whaza--??
CLUMP
Uh...
Hi, MJ.

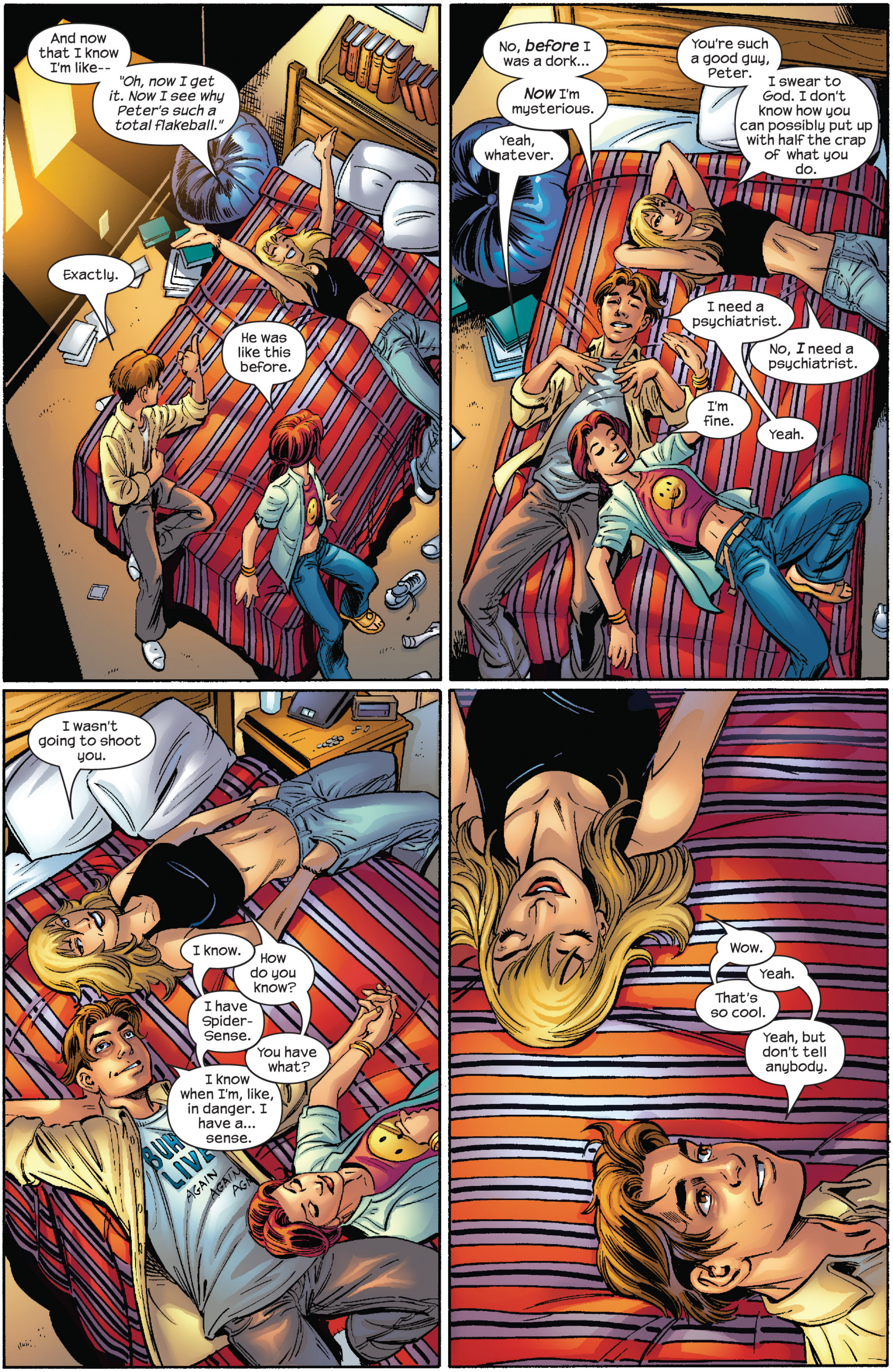

Thanks for that.
I'm so sorry, MJ. I am so--
I just came by to see if you're still alive.
Barely.
I know.
You know?
The Octopus thing. It was all over the TV.
It was?
Dude. It's been on all day and night. It's like a big deal.
You shut down the city at rush hour.
I didn't--
You and the fight.
I've been so worried. Did-did you, like, actually leave the country?
Yes.
You were in Brazil?
Yeah.
I'm not having the best week.
I'm so glad you're okay. I didn't know what to do.
I was sitting in class and all I could think about was what you were going to do and if I should call somebody and get you help.
What did they say on TV?
Dude, it's still on. It's been on all day!!

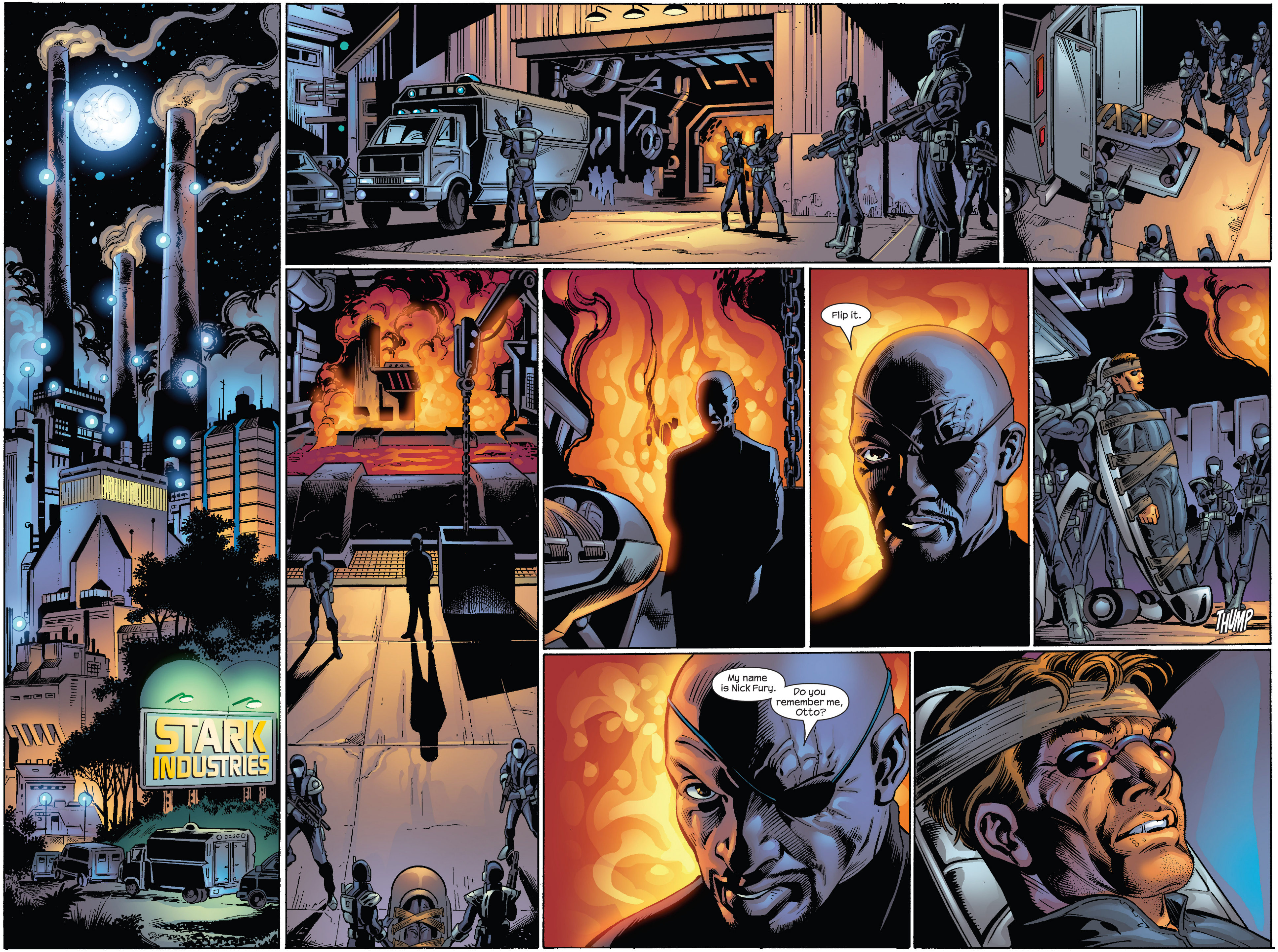

--a parade of violence and chaos that spanned a continent.
This **exclusive** footage is taken from the security tapes of the Sao Paulo/Congonhas International Airport in Brazil.
This shows Spider-Man handily **defeating** Otto Octavius after their brutal fight that started outside the Lincoln Tunnel and ended, of all places, on a runway in Brazil.
EXCLUSIVE
FOX NEWS
Rumors are still flying about how the two ended up there and what brought on this attack in the first place.
But we have received official word from authorities that Otto Octavius has been taken into custody by S.H.I.E.L.D. authorities.
Oh, thank God... Seriously.
And Spider-Man's whereabouts are, again, unknown. But...
EXCLUSIVE AMATEUR HOME VIDEO
GRAY LINE
...bedlam at Newark Airport early this morning has many believing that the famed web-slinger may have **stowed away** on an international flight looking for a free ride home.
All's I know is, I opened up the baggage compartment and there was this **dude** in a Spider-dude outfit and he was all done up like a **broad**.
RK INTER
GABRIEL I. BUSTAMANTEZ- BAGGAGE HANDLER
Like a woman?
Like a cross-dressing Spider-Man.
I-it's an image that will **haunt** me.
Rumors are flying that the movie about Spider-Man, which had its filming interrupted by yesterday's melee, may have captured the entire fight on **film**.
TERMINATOR
Producers of **Spider-Man** said that, though there was some damage done to the outdoor locations, no one was hurt.
The experience of watching Spider-Man in action was truly **fascinating**.
We will assess what we have and see if we can't, in some way, **share** with the world just how amazing an experience it was.
AVI ARAD- PRODUCER
If I knew how to whimper... I would.
Dressing up like a woman now? Is there anything you want to tell me?

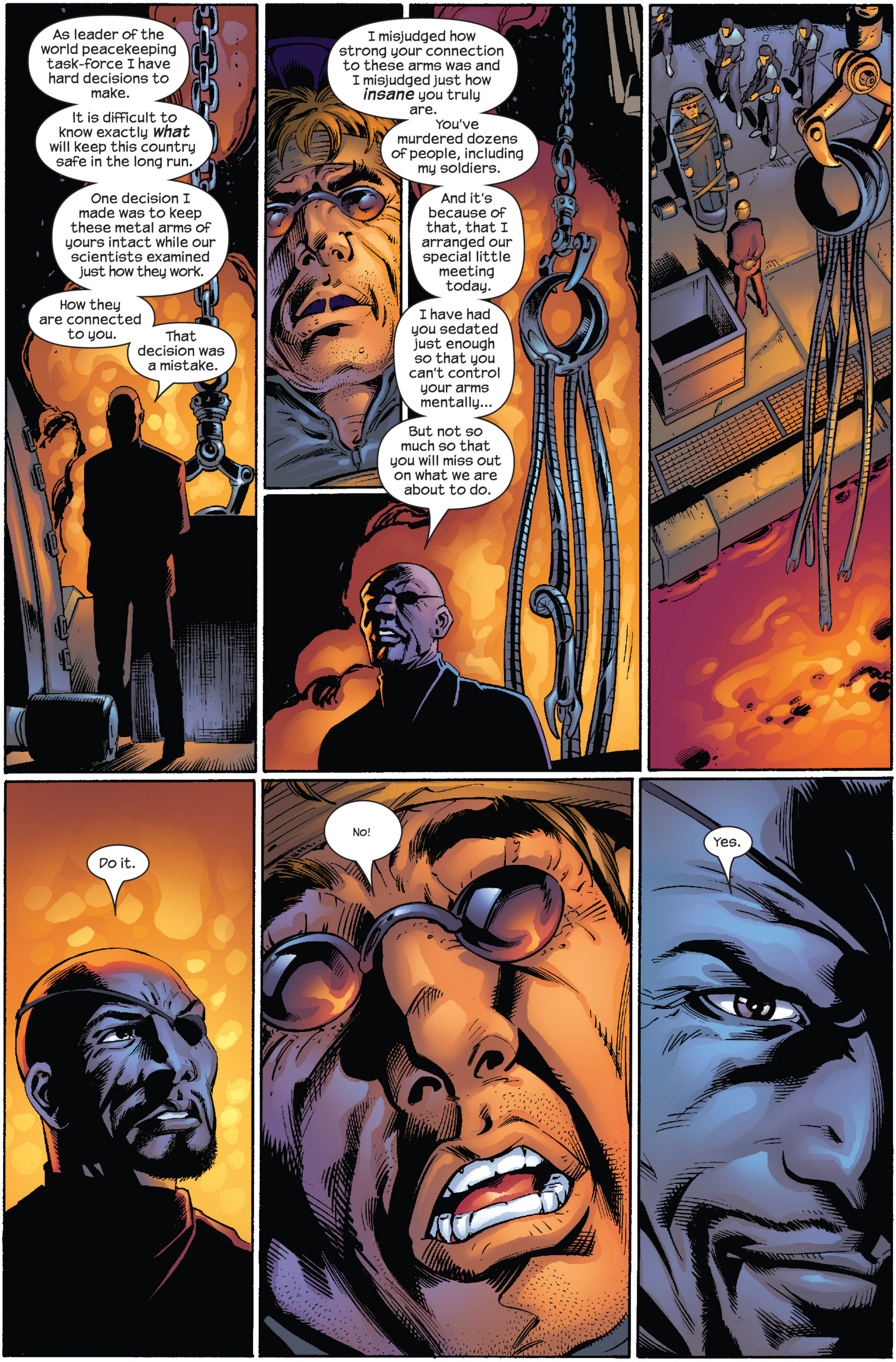

Did you talk to Gwen today?
When?
At school.
She wasn't at school.
Man...
What?
We have to go find her. We had a whole thing this morning, me and her.
She found out my secret and she wigged out.
You **told** her??
No.
I don't know ***how*** she found out. She put it together somehow.
What did you do?
I, uh, I came over yesterday. Yeah. They had- uh-
What did you do?
They had this live feed on the TV of you fighting the guy with the arms and-and-and I got really ***upset*** and I ***might*** have run out of your house and it ***may*** have looked a little suspicious and--
I can't believe it.
I was worried. I-I wasn't thinking.
This is a never-ending nightmare of--
Dude, don't crawl up her butt...

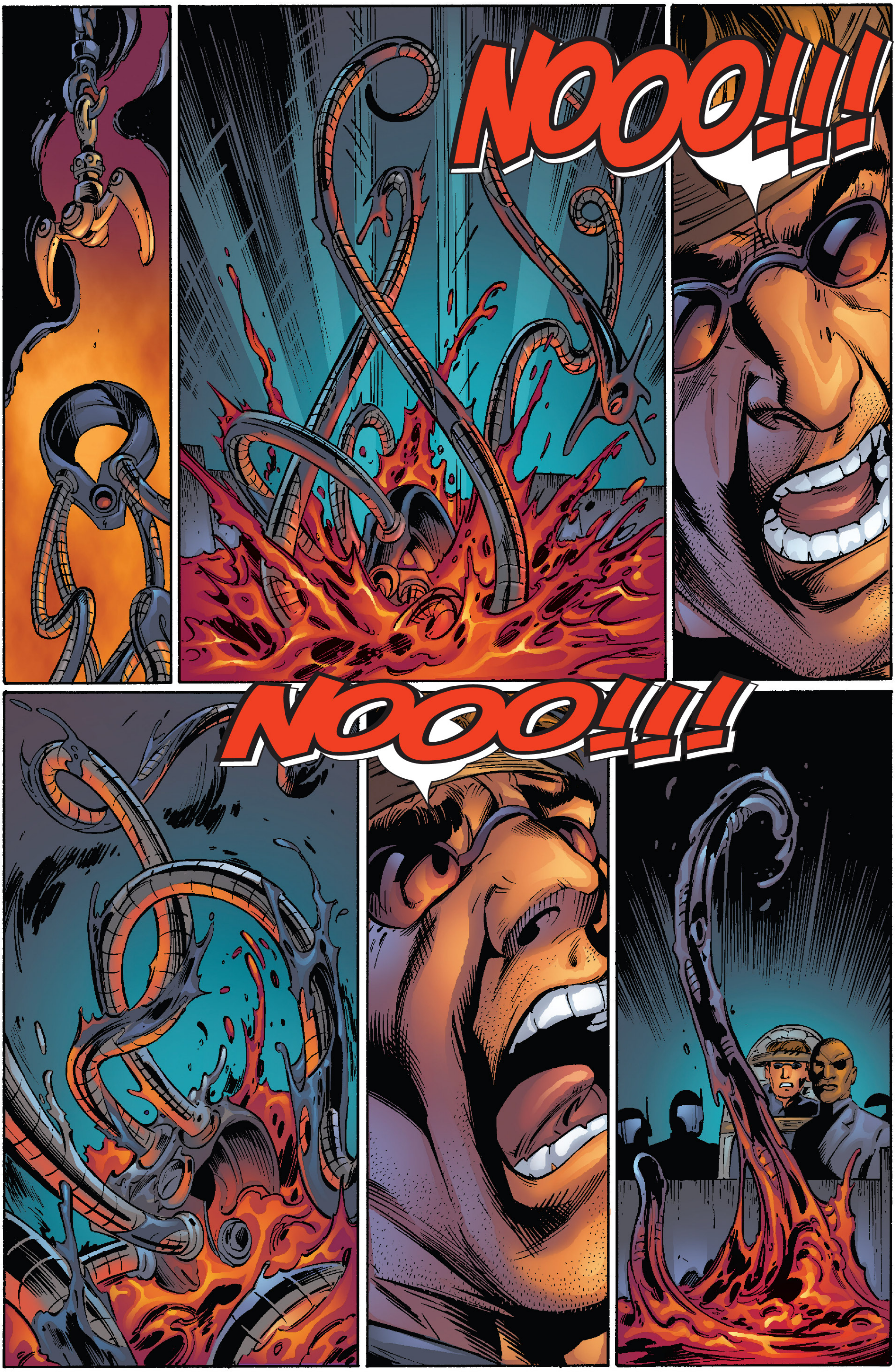

I was going to find out *eventually* because, like, I'm not stupid.
Where'd you go?
At first...the backyard. I was back there for about an hour.
(Thanks for chasing after me.)
I had Aunt May to--
I know. I was joking.
I was just sitting back there and then I went to the movies and then I went to the library.
The *movies?*
Yeah.
I didn't know *what* I was doing. I was all-*vvvttt.*
What were you doing at the library?
Reading stuff about you, the other you.
And, and about my *dad.*
And what happened to him.
Do you know I didn't kill your dad?

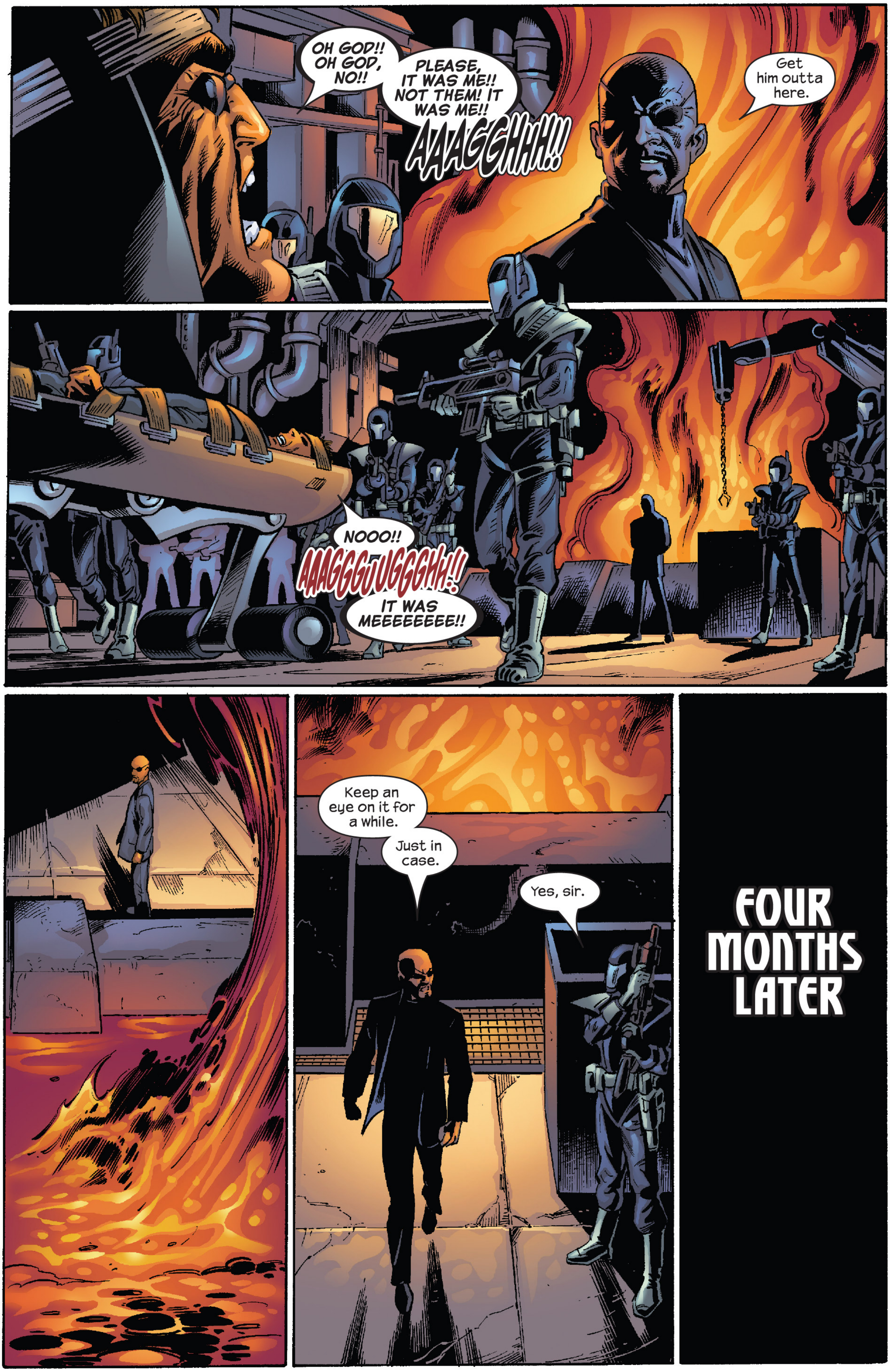

Yeah.
I just-
I think I just needed to-
I'm just so mad at my life now...
My mom.
And-and you know... now there's you.
This is a big ol' shocker.
I mean, I live in a house with *Spider-Man*.
So who knows other than us?
Nobody.
Just us.
Gwen, I need you to--
You don't even have to say it.
I will never, ever, ever betray you or your friendship.
To anyone, ever.
All the stuff you and your aunt have ***done*** for me.
I mean, you are the only people on the planet Earth who give two anythings about me.
All the stuff you do for people.
I will do ***anything*** to- to help you or- or protect you.
Anything.
I mean it.
And I- I'm just so sorry that I wigged out on you.
Seriously, don't even--
Yeah--
Don't worry about it.
We are ***all*** total spazzes.

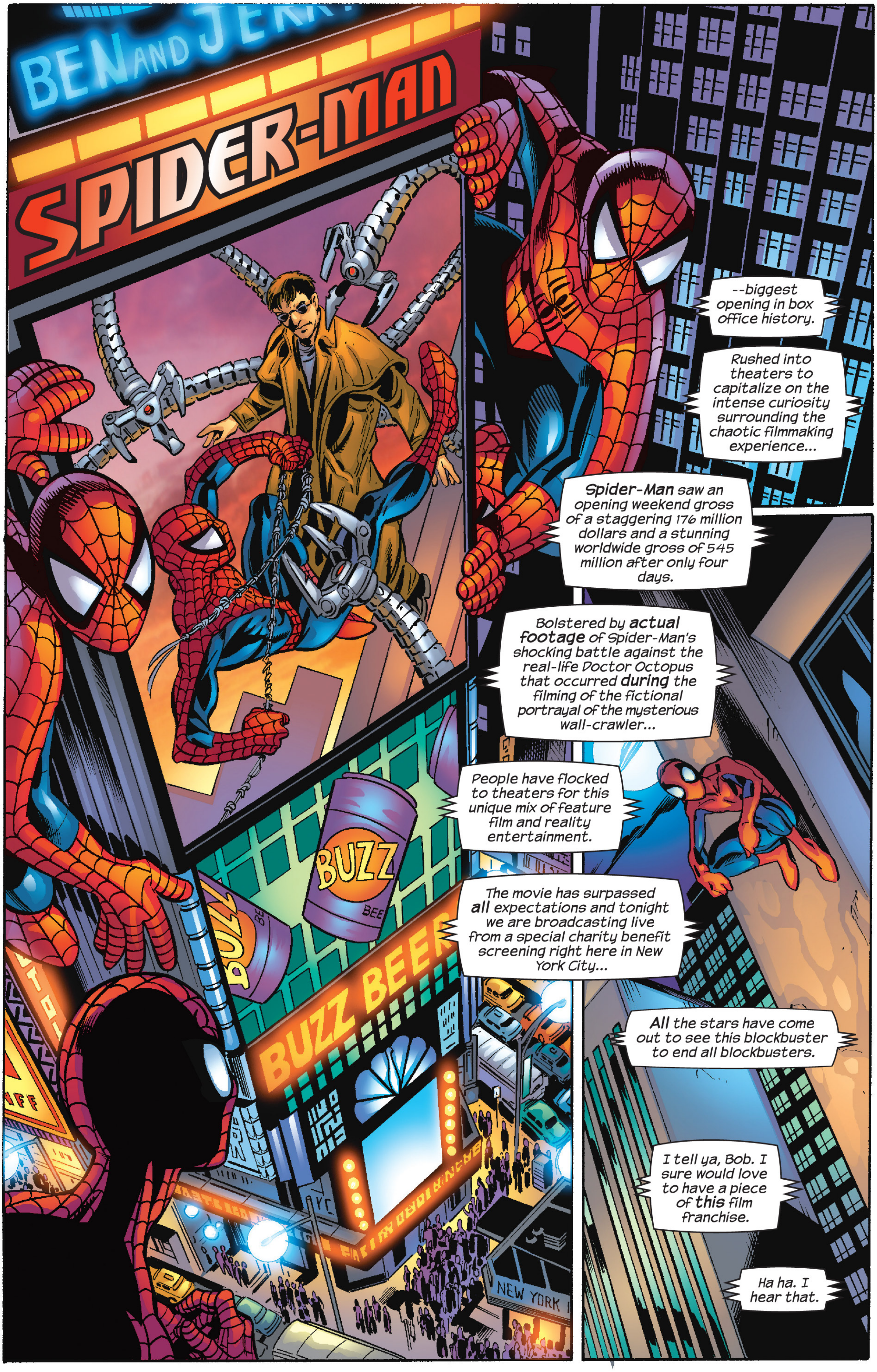

And now that I know I'm like--
"Oh, now I get it. Now I see why Peter's such a total flakeball."
Exactly.
He was like this before.
No, before I was a dork...
Now I'm mysterious.
Yeah, whatever.
You're such a good guy, Peter.
I swear to God. I don't know how you can possibly put up with half the crap of what you do.
I need a psychiatrist.
No, I need a psychiatrist.
I'm fine.
Yeah.
I wasn't going to shoot you.
I know.
How do you know?
I have Spider-Sense.
You have what?
I know when I'm, like, in danger. I have a... sense.
BUH LIVE AGAIN AGAIN AG
Wow.
Yeah.
That's so cool.
Yeah, but don't tell anybody.

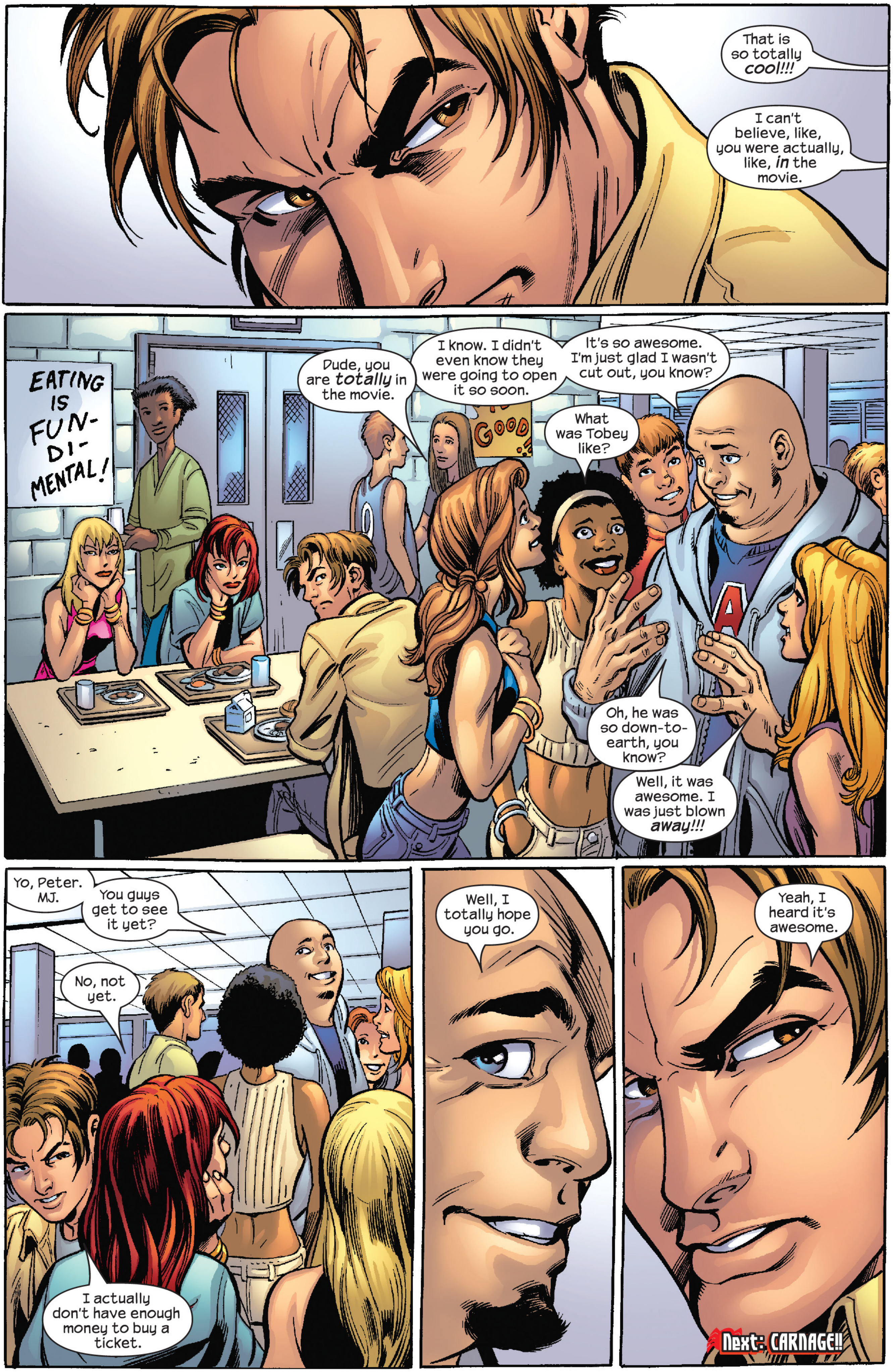

STARK INDUSTRIES
Flip it.
THUMP
My name is Nick Fury.
Do you remember me, Otto?


As leader of the world peacekeeping task-force I have hard decisions to make.
It is difficult to know exactly *what* will keep this country safe in the long run.
One decision I made was to keep these metal arms of yours intact while our scientists examined just how they work.
How they are connected to you.
That decision was a mistake.
I misjudged how strong your connection to these arms was and I misjudged just how *insane* you truly are.
You've murdered dozens of people, including my soldiers.
And it's because of that, that I arranged our special little meeting today.
I have had you sedated just enough so that you can't control your arms mentally...
But not so much so that you will miss out on what we are about to do.
Do it.
No!
Yes.


NOOO!!!
NOOO!!!


OH GOD!! OH GOD, NO!!
PLEASE, IT WAS ME!! NOT THEM! IT WAS ME!!
AAAGGHHH!!
Get him outta here.
NOOO!!
AAAGGGUUGGGHH!!
IT WAS MEEEEEEEE!!
Keep an eye on it for a while.
Just in case.
Yes, sir.
FOUR MONTHS LATER


SPIDER-MAN
--biggest opening in box office history.
Rushed into theaters to capitalize on the intense curiosity surrounding the chaotic filmmaking experience...
Spider-Man saw an opening weekend gross of a staggering 176 million dollars and a stunning worldwide gross of 545 million after only four days.
Bolstered by **actual footage** of Spider-Man's shocking battle against the real-life Doctor Octopus that occurred **during** the filming of the fictional portrayal of the mysterious wall-crawler...
People have flocked to theaters for this unique mix of feature film and reality entertainment.
BUZZ
BUZZ BEER
The movie has surpassed **all** expectations and tonight we are broadcasting live from a special charity benefit screening right here in New York City...
All the stars have come out to see this blockbuster to end all blockbusters.
NEW YORK
I tell ya, Bob. I sure would love to have a piece of **this** film franchise.
Ha ha. I hear that.


That is so totally *cool!!!*
I can't believe, like, you were actually, like, *in* the movie.
EATING IS FUN-DI-MENTAL!
GOOD
Dude, you are *totally* in the movie.
I know. I didn't even know they were going to open it so soon.
It's so awesome. I'm just glad I wasn't cut out, you know?
What was Tobey like?
Oh, he was so down-to-earth, you know?
Well, it was awesome. I was just blown *away!!!*
Yo, Peter. MJ.
You guys get to see it yet?
No, not yet.
I actually don't have enough money to buy a ticket.
Well, I totally hope you go.
Yeah, I heard it's awesome.
Next: CARNAGE!!

ACTION!

A major movie studio is making a summer blockbuster about Spider-Man, and the Ultimate wall-crawler swings by the set to give the producers a piece of his mind. But someone else is even hotter about being in the film than Spidey: Doctor Octopus, who just may shut the production down if he doesn't get final edit! As the cameras roll, the real wall-crawler and Doc Ock go head-to-head behind the scenes!

Collecting Ultimate Spider-Man #54-59, written by Brian Michael Bendis (All-New X-Men) and illustrated by Mark Bagley (Fantastic Four).

T MARVEL